

Prospectus dated 12 February 2025

*This document constitutes the base prospectus for purposes of Article 8 of the Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") of ZENITH ENERGY LTD ("**Zenith**" or the "**Issuer**") in respect of non-equity securities within the meaning of Article 8 of the Prospectus Regulation (the "**Prospectus**", which term shall include any supplements thereto published from time to time).*



**(incorporated as a private limited company (LTD)
under the Business Corporations Act British Columbia, Canada)**

Euro 100,000,000

***Euro Medium Term Note Programme for the issue of Notes
(the "**Programme**")***

In relation to notes issued under this Programme (the "**Notes**"), this Prospectus has been approved by the *Finanzmarktaufsichtsbehörde* (the "**FMA**") of Austria in its capacity as competent authority (the "**Competent Authority**") under the Austrian Capital Markets Act 2019 (*Kapitalmarktgesetz 2019*) (the "**KMG 2019**") and under the Prospectus Regulation. The minimum denomination of the Notes will be EUR 1,000 or, if any currency other than Euro, in an amount in such other currency equal to or exceeding the equivalent of EUR 1,000 at the time of the issue of the Notes. Notes shall be issued in tranches (each a "**Tranche**" or "**Tranche of Notes**"), each Tranche consisting of Notes that are identical in all respects. One or more Tranches of Notes may form a series ("**Series**") of Notes, and further Tranches of Notes may be issued as part of an existing Series. Tranches of Notes that form a single Series shall be consolidated and identical in all respects, but may have different issue dates, interest commencement dates, reoffer prices and dates for first interest payments. Each Series will be represented by a global note. The terms of each Tranche of Notes will be determined at the time of offering of such Tranche of Notes and will be set forth in the applicable final terms (the "**Final Terms**"), the form of which is contained in this Prospectus. The Notes will be governed by German law.

The FMA gives no undertaking as to the economic or financial opportuneness of any transaction under this Prospectus or to the quality and solvency of the Issuer but only approves this Prospectus as meeting the standard of completeness, comprehensibility and consistence imposed by the Prospectus Regulation. **The approval by the FMA should not be considered as an endorsement of the Issuer and the quality of the securities that are the subject of this Prospectus. Possible investors should make their own assessment as to the suitability of investing in the securities.**

Certain issues of Notes under this programme may be subject to a public offer of such Notes in the Republic of Austria. Furthermore, application may be made for such Notes to be included in trading on the Vienna MTF or any other multilateral trading facility. However, Notes may also be issued under the Programme which are not admitted to trading on any stock exchange as indicated in the respective Final Terms. In order to be able to conduct a public offer in relation to certain issues of Notes, the Issuer applied for a notification pursuant to Article 25 of the Prospectus Regulation for an offer of such Notes in the Federal Republic of Germany ("**Germany**"), in the Republic of Italy ("**Italy**"), in the Grand Duchy of Luxembourg ("**Luxembourg**"), in the Republic of France ("**France**"), in the Kingdom of Belgium ("**Belgium**"), in the Kingdom of the Netherlands ("**Netherlands**"), in the Kingdom of Spain ("**Spain**"), in the Kingdom of Sweden ("**Sweden**"), in the Republic of Ireland ("**Ireland**") and in the Republic of Malta ("**Malta**"). The Issuer may from time to time arrange for a notification into other jurisdictions under Article 25 of the Prospectus Regulation.

The validity of this Prospectus will expire on 13 February 2026. Investors should be aware that the obligation to supplement this Prospectus in the event of significant new factors, material mistakes or material inaccuracies does not apply when this Prospectus is no longer valid. The information given in this Prospectus shall be supplemented, if necessary, in accordance with Article 23 of the Prospectus Regulation. This Prospectus and any supplement thereto will be published in electronic form on the website of the Issuer under <https://www.zenithenergy.ca/investors/bonds-credit-ratings/> and will be available free of charge at the specified office of the Issuer.

This Prospectus is not an offer to sell or a solicitation of an offer to purchase the Notes in any country in which such an offer or solicitation of an offer would be unlawful. In particular, the Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and may include Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain limited exceptions, the Notes may not be offered, sold or delivered within the United States of America (the "**U.S.**" or the "**United States**") or to, or for the account or benefit of, U.S. persons as defined in Regulation S under the Securities Act ("**Regulation S**"), unless the Notes are registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available.

Investing in Notes issued under the Programme involves certain risks. The principal risk factors that may affect the abilities of the Issuer to fulfil their respective obligations under the Notes are discussed under "Risk Factors" below.

TABLE OF CONTENTS

I.	ABBREVIATIONS AND DEFINITIONS	III
II.	IMPORTANT NOTICE.....	1
III.	GENERAL DESCRIPTION OF THE PROGRAMME.....	8
IV.	RISK FACTORS	16
1.	<i>RISKS RELATED TO ZENITH'S FINANCIAL SITUATION.....</i>	<i>16</i>
2.	<i>RISKS RELATED TO ZENITH'S BUSINESS ACTIVITIES AND INDUSTRY</i>	<i>19</i>
3.	<i>COUNTRY-SPECIFIC RISKS</i>	<i>25</i>
4.	<i>HEALTH AND SAFETY, ENVIRONMENTAL AND GOVERNANCE RISKS</i>	<i>27</i>
5.	<i>RISK FACTORS REGARDING THE NOTES.....</i>	<i>28</i>
V.	INFORMATION INCORPORATED BY REFERENCE.....	33
VI.	REGISTRATION DOCUMENT FOR RETAIL NON-EQUITY SECURITIES	35
1.	<i>PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL.....</i>	<i>35</i>
2.	<i>STATUTORY AUDITORS.....</i>	<i>37</i>
3.	<i>RISK FACTORS.....</i>	<i>38</i>
4.	<i>INFORMATION ABOUT THE ISSUER</i>	<i>38</i>
5.	<i>BUSINESS OVERVIEW.....</i>	<i>49</i>
6.	<i>ORGANISATIONAL STRUCTURE</i>	<i>62</i>
7.	<i>TREND INFORMATION.....</i>	<i>62</i>
8.	<i>PROFIT FORECASTS OR ESTIMATES</i>	<i>64</i>
9.	<i>ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES</i>	<i>64</i>
10.	<i>MAJOR SHAREHOLDERS</i>	<i>68</i>
11.	<i>FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</i>	<i>69</i>
12.	<i>ADDITIONAL INFORMATION</i>	<i>85</i>
13.	<i>MATERIAL CONTRACTS</i>	<i>87</i>
14.	<i>DOCUMENTS AVAILABLE.....</i>	<i>88</i>
VII.	SECURITIES NOTE FOR RETAIL NON-EQUITY SECURITIES	89
1.	<i>PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL.....</i>	<i>89</i>
2.	<i>RISK FACTORS.....</i>	<i>90</i>
3.	<i>ESSENTIAL INFORMATION.....</i>	<i>90</i>

4.	<i>INFORMATION CONCERNING THE SECURITIES TO BE OFFERED TO THE PUBLIC/ADMITTED TO TRADING</i>	<i>91</i>
5.	<i>TERMS AND CONDITIONS OF THE OFFER OF SECURITIES TO THE PUBLIC.....</i>	<i>96</i>
6.	<i>ADMISSION TO TRADING AND DEALING ARRANGEMENTS.....</i>	<i>98</i>
7.	<i>ADDITIONAL INFORMATION</i>	<i>99</i>
VIII.	TERMS AND CONDITIONS OF THE NOTES AND RELATED INFORMATION	101
1.	<i>TERMS AND CONDITIONS OF THE NOTES</i>	<i>102</i>
2.	<i>FORM OF FINAL TERMS</i>	<i>129</i>

ANNEXES

Annex 1: Chapman Report 2024

I. ABBREVIATIONS AND DEFINITIONS

%/yr.	per cent per year
AAOG Congo	the Anglo African Oil & Gas Congo S.A.U.
Art	Article
bbl(s)	barrel(s)
bbls/d	barrel(s) per day
BCBCA	British Colombia Business Corporations Act
BCRA	BCRA - Credit Rating Agency AD
Bearer Notes	The Notes being issued in bearer form
BGB	German Civil Code (<i>Bürgerliches Gesetzbuch</i>)
Board of Directors	board of directors of the Issuer
BP	BP plc a company established under the laws of the United Kingdom with its corporate seat in London, United Kingdom
Brent oil price	Brent Crude is a major trading classification of sweet light crude oil that serves as a benchmark price for purchases of oil worldwide
CAD	Canadian Dollar
Candax	Candax Energy Limited, a company established under the laws of British Columbia (Canada) with its seat in Toronto, Canada
Canoel Italia S.p.A.	Canoel Italia S.p.A., a company established under the laws of Italy with its corporate seat in Genoa, Italy
CBF	Clearstream Banking AG, a company established under the laws of Germany with its corporate seat in Frankfurt am Main
CBL	Clearstream Banking S.A., a company established under the laws of Luxembourg with its corporate seat in Luxembourg
CDD	Compagnie Du Desert Ltd., a company established under the laws of the United Kingdom, with its corporate seat in London, United Kingdom
CEO	Chief Executive Officer
CESR recommendations of 20 March 2013 by the European Securities and Markets Authority	ESMA Guideline
Chapman	Chapman Hydrogen and Petroleum Engineering Ltd., a company established under the laws of Alberta, Canada with its corporate seat in Calgary, Alberta, Canada, which operates as an independent and qualified reserves evaluator and auditor
Chapman Report 2024	The report regarding the oil and natural gas reserves and the value of future net revenue of the Issuer in Italy and Tunisia as evaluated by Chapman as of 31 March 2024, and dated 14 June 2024
CHF	Swiss Franc
CNAOG	Canadian North Africa Oil & Gas Ltd., a company established under the laws of Tunisia with its seat in Tunis Ville, Tunisia
CNAOG ICC Arbitration	ICC Arbitration for SLK against Tunisia
CNPCI	China National Petroleum Corporation International Ltd., a company established under the laws of China, with its seat in Beijing, China

Common Shares	445,714,354 common shares in issue and admitted to trading on the Euronext Growth of the Oslo Stock Exchange and on the OTC Market in the United States, of which 249,187,217 common shares in issue and admitted to trading on the Main Market of the London Stock Exchange
Competent Authority	Austrian Financial Market Authority (<i>Finanzmarktaufsicht</i>)
Conditions	The terms and conditions applicable to each particular Tranche of Notes.
Contract Rehabilitation Area	areas where existing production needs to be improved as defined under REDPSA
CREST	CREST is a UK-based central securities depository that holds UK equities and UK gilts, as well as Irish equities and other international securities
CTKCP	Compagnie Tuniso – Koweito Chinoise de Petrole is located in Tunisia and is operating the Sidi El Kilani concession
CYAP	formerly Cyber Apps World, Inc
D&P	Delivery and Processing
Dealers and each a Dealer	each financial intermediary who has been or will be appointed by the Issuer under the Programme
Deed Poll	contractual obligation under der Depositary Agreement
Delegated Regulation	The Commission Delegated Regulation (EU) 2019/980 of 19 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended
Depositary	Computershare Investor Services PLC, a company established under the laws of the United Kingdom, Canada with its corporate seat in Bristol, United Kingdom
Depositary Agreement	Depositary agreement dated 3 January 2017 between the Issuer and Computershare Investor Services PLC
Depositary Interests	are representing securities issued by the Issuer and with a view to facilitating the indirect holding by participants in CREST
DGH	General Directorate for Hydrocarbons (Tunisia)
discounted cash flow methodology	valuation method used to estimate the value of an investment based on its future cash flows
Distributor	any person who subsequently offers, sells or recommends the Notes
EEA	European Economic Area
EIA	Environmental Impact Assessment
EPT	Ecumed Petroleum Tunisia Ltd, a company established under the laws of Barbados with its corporate seat in Barbados
EPZ	Ecumed Petroleum Zarzis Ltd, a company established under the laws of Barbados with its corporate seat in Barbados

ETAP	Entreprise Tunisienne d'Activités Pétrolières (national oil company of Tunisia)
EU	European Union
EUR	Euro
Euroclear	Euroclear Bank SA/NV, a company established under the laws of Belgium with its corporate seat in Brussels, Belgium
Euronext Growth Market of the Oslo Børs	Euronext Growth Market is a Multilateral trading facility (MTF) operated by the Oslo Børs, Norway
EuroRating	EuroRating Sp. z o.o.
Eurosystem	the central banking system for the euro
Exchange Offers	the invitation to the holders of the following outstanding Series of Notes: (i) Euro 10.125 % Notes due on 27 January 2024 (XS2108546735), (ii) USD 10.125 % Notes due on 27 January 2024 (XS2108546651), (iii) GBP 10.125 % Notes due on 27 January 2024 (XS2108546578) and (iv) CHF 10.000% Notes due on 27 January 2024 (XS2108546818) to exchange such notes into new notes issued by the Issuer at an exchange ratio of 1:1
FIEA	Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948)
Financial Statements 2023	the audited financial statements of the Issuer in respect of the financial year ending 31 March 2023
Financial Statements 2024	the audited financial statements of the Issuer in respect of the financial year ending 31 March 2024
Final Terms	The terms of each Series determined at the time of offering of such Series and set forth in the applicable final terms
Financial Year 2022	financial year of the Issuer ending 31 March 2022
Financial Year 2023 or FY 2023	financial year of the Issuer ending 31 March 2023
Financial Year 2024 or FY 2024	financial year of the Issuer ending 31 March 2024
FMA	Austrian Financial Market Authority (<i>Finanzmarktaufsichtsbehörde</i>)
FSMA	the Financial Services and Markets Act 2000 is an Act of the Parliament of the United Kingdom that created the Financial Services Authority as a regulator for insurance, investment business and banking, and the Financial Ombudsman Service to resolve disputes as a free alternative to the courts
Gas Plus	Gas Plus Italiana S.r.l., a company established under the laws of Italy with its corporate seat in Fornovo Di Taro, Italy
GBP	Pound Sterling
Global Note	a Temporary Global Note or a Permanent Global Note
Group	Zenith and its subsidiaries
IADC	International Association of Drilling Contractors
IAS	International Accounting Standards
IAS 34	IAS 34 - Interim Financial Reporting applies when an entity prepares an interim financial report. Permitting less information to be reported than in annual financial statement, the standard outlines the recognition,

	measurement and disclosure requirements for interim reports
IASB	International Accounting Standards Board
ICAEW	Institute of Chartered Accountants in England & Wales
ICC	International Chamber of Commerce
ICC Arbitration I	ICC Arbitration against ETAP
ICMA	International Capital Market Association
ICSDs	International Central Securities Depositories
ICSID	Institute for the International Centre for Settlement of Investment Disputes
ICSID Arbitration	ICSID Arbitration against Tunisia
IDD	Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on insurance distribution (recast)
IEA	International Energy Agency
IFRS	International Financial Reporting Standards
Inc.	Incorporated
inter alia	among others
Interim Financial Statements 2024	the unaudited interim financial statements for the six months period ended 30 September 2024
Investors	Zenith's fully owned subsidiaries
IPSOA Milan	an educational institution for professionals and company personnel in the legal and managerial tax field, located in Milan. It is part of the Wolters Kluwer group
ISIN	International Securities Identification Number
Issue Specific Summary	the summary of the individual issue annexed to the relevant Final Terms, with respect to each Tranche of Notes
Issuer	ZENITH ENERGY LTD, with its registered office at Suite 2400, 745 Thurlow Street, Vancouver BC V6E 0C5, Canada
IT	information technology
KMG 2019	Austrian Capital Market Act 2019 (<i>Kapitalmarktgesetz 2019</i>)
LEI	legal entity identifier
Leopard Energy, Inc.	Originally acquired as Cyber Apps World Inc, Leopard Energy, Inc, is a company established under the laws of the United States of America, with its corporate seat in Lugano (CH)
LTD / Ltd.	Privat Limited Company
M\$	thousand US Dollar
Main Market of the London Stock Exchange	a regulated market operated by the London Stock Exchange
Maturity Date	the date on which the principal amount of a Note becomes due
b/d	barrels per day
mb/d	millions of barrels per day
Mbbl	one thousand barrels
MMcf	million cubic feet
MMcf/d	million cubic feet per day
MiFID II	Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial

	instruments and amending Directive 2002/92/EC and Directive 2011/61/EU
MiFID Product Governance Rules	outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate, according to Directive 2014/65/EU (MiFID II)
MMscf	million standard cubic feet, common measure for volume of gas
MMscf/d	million standard cubic feet, common measure for volume of gas per day
Mscf/d	thousand standard cubic feet per day
MSTB	thousand stock tank barrels
MTF	Multilateral Trading Facility
NAEP	Agence Nationale de Protection de l'Environnement (Tunisian National Agency for the Protection of the Environment)
NGN	new global note
no.	number
NOK	Norwegian krone
Non-exempt Offer	an offer of Notes to which the obligation to publish a Prospectus according to Article 3 of the Prospectus Regulation shall not apply
Note(s)	note(s) issued under this Programme
Noteholder	Noteholder means any holder of a proportionate co-ownership or other beneficial interest or right in the Notes
NPDES	National Pollutant Discharge Elimination System
OeKB CSD	OeKB CSD GmbH, a company established under the laws of Austria with its corporate seat in Vienna, Austria
Olympia	Olympia Trust Company, a company established under the laws of Alberta, Canada with its corporate seat in Calgary, Alberta, Canada
OPEC	Organization of Petroleum Exporting Countries
OPEC+	OPEC members subject to OPEC+ agreements plus Azerbaijan, Bahrain, Brunei, Kazakhstan, Malaysia, Mexico, Oman, Russia, South Sudan, and Sudan
Organisation of the Noteholders	means the association of the Noteholders, organised pursuant to the Rules of the Organisation of the Noteholders
Oslo Børs	Oslo Børs is the securities exchange of Norway, based in the Norwegian capital Oslo
pari passu	side by side
Permanent Global Note	Notes are initially represented by a Temporary Global Note and will be exchangeable for Notes represented by a Permanent Global Note
Plc	public limited company
PRIIPs Regulation	Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products
Probable reserves	Are those reserves that are less certain, to be recovered, than the proved reserves, and could be recovered from accumulations with required expenditures.

Programme	Euro 100,000,000, Euro Medium Term Note Programme for the issuance of notes by Zenith Energy Ltd
Prospectus	This document including the documents incorporated by reference
Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, on the Prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC
Proved reserves	Are those reserves that can be estimated with an high degree of certainty to be recoverable
PSA	Production sharing agreement
Q	quarter year
RCRA	Resource Conservation and Recovery Act
REDPSA	Rehabilitation, Exploration, Development and Production Sharing Agreement
Registrar	Computershare Trust Company of Canada, a company established under the laws of Ontario, Canada with its corporate seat in Toronto, Canada
Registrar Agreement	A transfer agency and registrarship agreement between the Issuer and Olympia concluded dated March 5, 2008; the agreement has been transferred on 11 July 2014, with the Issuer's consent to Computershare Trust Company of Canada
Regulation S	Regulation S under the Securities Act
Relevant Member State	Each Member State of the European Economic Area (the EU plus Iceland, Norway and Liechtenstein)
S.A.	società anonima, stock company in various jurisdiction including, Switzerland, Luxembourg and Argentina
SchVG	German Act on Issues of Debt Securities (<i>Gesetz über Schuldverschreibungen aus Gesamtemissionen</i>)
Serie(s)	One or more Tranches of Notes may form a series
S.p.A.	società per azioni, stock company according to Italian law
S.r.l.	società a responsabilità limitata, limited liability company according to Italian law
Securities Act	The United States Securities Act of 1933
SLK	Sidi El Kilani oilfield
SMP	Société de Maintenance Pétrolière
SNPC	Société Nationale des Pétroles du Congo (national oil company of the Republic of the Congo)
SOA	SOCAR Oil Affiliate
SOCAR	State Oil Company of the Azerbaijan Republic
STB/d	Standard Barrels of crude oil per day
TEFRA D Rules	The U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(D) or substantially identical successor provisions
Temporary Global Note	Notes are initially represented by a Temporary Global Note and will be exchangeable for Notes represented by a Permanent Global Note
Terms and Conditions	Terms and Conditions of the Notes
Tranche or Tranche of Notes	Means a tranche consisting of Notes that are identical in all respects
TSX-V	Toronto Stock Exchange-Venture
U.S. or the United States	United States of America

UAE	United Arab Emirates
UK	United Kingdom of Great Britain
UK Prospectus Regulation	Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018
USD	US Dollar
VAT	value added tax
Zena	Zena Drilling Limited, a company established under the laws of the United Arab Emirates. It has registered a branch in Baku, Azerbaijan
Zenith	ZENITH ENERGY LTD, with its registered office at Suite 2400, 745 Thurlow Street, Vancouver BC V6E 0C5, Canada
Zenith Africa	Zenith Energy Africa Limited, a company established under the laws of the United Kingdom, with its corporate seat in London, United Kingdom
Zenith Overseas	Zenith Overseas Assets Holding Ltd., a company established under the laws of the United Kingdom, with its corporate seat in London, United Kingdom
Zenith Suisse SA	a company established under the laws of Switzerland with its corporate seat in Lausanne, Switzerland

II. IMPORTANT NOTICE

Responsibility for this Prospectus

The Issuer, with its registered office at Suite 2400, 745 Thurlow Street, Vancouver BC V6E 0C5, Canada, accepts responsibility for the information contained in this Prospectus and any document incorporated herein by reference and hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of its knowledge, in accordance with the facts and makes no omission likely to affect its import.

The Issuer confirms that (i) this Prospectus contains all information with respect to the Issuer and its subsidiaries and its investments in associates and joint ventures as a whole (the "**Group**") which is material in the context of the issue and listing of Notes issued and offered under this Programme, including all information which, according to the particular nature of the Issuer is necessary to enable investors and their investment advisers to make an informed assessment of the assets and liabilities, financial position, profits and losses, and prospects of the Issuer and the Group and of the rights attached to the Notes; (ii) the statements contained in this Prospectus relating to the Issuer and the Group are in every material aspect true and accurate and not misleading; (iii) there are no other facts in relation to the Issuer or the Group, the omission of which would, in the context of the issue and offering of the Notes, make any statement in the Prospectus misleading in any material respect; and (iv) reasonable enquiries have been made by the Issuer to ascertain such facts and to verify the accuracy of all such information and statements.

Final Terms and other relevant information

This Prospectus should be read and understood together with any supplement hereto and with any other documents incorporated herein by reference as set out in "*V. INFORMATION INCORPORATED BY REFERENCE*", and in combination with the respective Final Terms, including the summary of the individual issue ("**Issue Specific Summary**") annexed to the relevant Final Terms, with respect to each Tranche of Notes. Full information on the Issuer and any tranche of notes is only available on the basis of the combination of the Prospectus, any supplement thereto, if any, and relevant Final Terms.

This Prospectus has been drafted according to the Annexes 6, 14 and 22 of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended (the "**Delegated Regulation**").

The Issuer shall amend or supplement this Prospectus or, if appropriate in light of the information and/or the changes to be introduced, publish a new Prospectus if and when the information herein should become materially inaccurate or incomplete, and shall furnish such supplement to the Prospectus or new Prospectus, as the case may be, mentioning every significant new factor, material mistake or inaccuracy to the information included in this Prospectus which is capable of affecting the assessment of the Notes and which arises or is noted between the time when this Prospectus has been approved and the closing of any tranche of Notes offered to the public or, as the case may be, when trading of any tranche of Notes on a regulated market begins, in respect of Notes issued on the basis of this Prospectus.

Unauthorised information

No person has been authorised to give any information or to make any representation other than those contained in the respective Prospectus in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Dealer in its capacity as dealer under the Programme or any additional dealer appointed from time to time under the Programme (together, the "**Dealers**" and each a "**Dealer**").

This Prospectus and any supplement thereto as well as any Final Terms reflect the status as of their respective dates of issue. The delivery of this Prospectus, any supplement thereto, or any Final Terms and the offering, sale or delivery of any Notes may not be taken as an implication that the information contained in such documents is accurate and complete subsequent to their respective dates of issue or that there has been no adverse change in the financial situation of the Issuer since that date or that any other information supplied in connection with the Programme is accurate at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

Restrictions on distribution

The distribution of this Prospectus and any Final Terms and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus or any Final Terms come are required to inform themselves about and to observe any such restrictions. For a description of the restrictions applicable in certain restrictions, on offers, sales and deliveries of Notes and on the distribution of this Prospectus or any Final Terms and other offering material relating to the Notes, see "III. GENERAL DESCRIPTION OF THE PROGRAMME – *Selling Restrictions*" on pages 11-15.

In particular, the Notes have not been and will not be registered under the United States Securities Act of 1933 as amended (the "**Securities Act**") and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons.

Neither this Prospectus nor any Final Terms or other information provided in connection with the Programme of the Notes constitute an offer of Notes issued under this Programme or an invitation by or on behalf of the Issuer and the Dealer to purchase any Notes issued under this Programme. Neither this Prospectus nor any other information supplied in connection with the Notes issued under this Programme should be considered as a recommendation by the Issuer and the Dealer to a recipient hereof and thereof that such recipient should purchase any Notes issued under this Programme.

Each investor contemplating purchasing Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness of the Issuer or the Group.

Consent to the use of the Prospectus

With respect to Article 5 (1) of the Prospectus Regulation, the Issuer may consent, to the extent and under the conditions, if any, indicated in the relevant Final Terms, to the use of the Prospectus for a certain period of time or as long as the Prospectus is valid in accordance with the Prospectus Regulation and accepts responsibility for the content of the Prospectus also with respect to subsequent resale or final placement of Notes by any financial intermediary which was given consent to use the prospectus, if any.

Such consent may – next to the Republic of Austria – also be given for the following member states, into which the Prospectus has been passported and which will be indicated in the relevant Final Terms: the Federal Republic of Germany, the Republic of Italy, the Grand Duchy of Luxembourg, the Republic of France, the Kingdom of Belgium, the Kingdom of the Netherlands, the Kingdom of Spain, the Kingdom of Sweden, the Republic of Ireland, the Republic of Malta. The Issuer may from time to time arrange for a notification into other jurisdictions under Article 25 of the Prospectus Regulation; such additional member states into which the Prospectus has been passported will be indicated in a supplement to this Prospectus.

The consent by the Issuer is subject to each financial intermediary complying with the terms and conditions described in this Prospectus and the relevant Final Terms as well as any applicable selling restrictions. The distribution of this Prospectus, any supplement to this Prospectus, if any, and the relevant Final Terms as well as the offering, sale and delivery of Notes in certain jurisdictions may be restricted by law.

Each financial intermediary, if any, and/or each person into whose possession this Prospectus, any supplement to this Prospectus, if any, and the relevant Final Terms come are required to inform themselves

about and observe any such restrictions. The Issuer reserves the right to withdraw its consent to the use of this Prospectus in relation to any financial intermediary.

The Prospectus may only be delivered to potential investors together with all supplements published before such delivery.

When using the Prospectus, each financial intermediary must make certain that it complies with all applicable laws and regulations in force in the respective jurisdictions.

In the case of an offer being made by a financial intermediary, this financial intermediary will provide information to investors on the terms and conditions of the Notes and the offer thereof, at the time such offer is made.

Any financial intermediary using the Prospectus shall state on its website that it uses the Prospectus in accordance with this consent and the conditions attached to this consent.

If the Final Terms state that the consent to use the Prospectus is given to one or more specified financial intermediary/intermediaries (individual consent), any new information with respect to financial intermediaries unknown at the time of the approval of the Prospectus or any supplements thereto or the filing of the Final Terms will be published on the website of the Issuer under <https://www.zenithenergy.ca/investors/bonds-credit-ratings/>.

This Prospectus may not be used for purposes other than those for which it has been published. This Prospectus does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.

Language

This Prospectus has been drafted in the English language and, subject to the following paragraph, the English language shall be the prevailing language of this Prospectus.

Where parts of this Prospectus are drafted in a bilingual format reflecting both an English language version and a German language version, for purposes of reading and construing the contents of this Prospectus, the English language version shall prevail, provided, however, that certain parts of this Prospectus (in particular the terms and conditions of the Notes) reflect documents which have been, or will be, executed as separate documents with the German language version being the prevailing version thereof.

Forward-Looking Statements

This Prospectus includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "target", "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. These forward-looking statements appear in this Prospectus and include, but are not limited to, statements regarding the Issuer and its subsidiaries' intentions, beliefs or current expectations concerning, among other things, the Group's business, results of operations, financial position, liquidity, prospects, growth and strategies.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements are not guarantees of future performance and the actual results of the Group's operations, financial position and liquidity, and the development of the markets in which the Group operates, may differ materially from those described in, or suggested by, the forward-looking statements contained in this Prospectus. In addition, even if the Group's results of operations,

financial position and liquidity, and the development of the markets and the industries in which the Group operates, are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. A number of risks, uncertainties and other factors could cause results and developments to differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this Prospectus reflect the Issuer's and the Group's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's business, results of operations, financial position, liquidity, prospects, growth and strategies. Investors should specifically consider the factors identified in this Prospectus, which could cause actual results to differ, before making an investment decision. Subject to all relevant laws, regulations or listing rules, the Issuer undertakes no obligation, publicly to release the result of any revisions to any forward-looking statements in this Prospectus that may occur due to any change in the Issuer's expectations or to reflect events or circumstances after the date of this Prospectus.

Conflicts of Interest

Certain of the Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform services for, the Issuer and their affiliates in the ordinary course of business. In addition, in the ordinary course of their business activities, the Dealers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or Issuer's affiliates. Certain of the Dealers or their affiliates that have a lending relationship with the Issuer routinely hedge their credit exposure to the Issuer consistent with their customary risk management policies. Typically, such Dealers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Notes issued under the Programme. Any such short positions could adversely affect future trading prices of Notes issued under the Programme. The Dealers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

The notes may not be suitable investment for all investors

Each potential investor in Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the relevant Notes, and the information contained or incorporated by reference in this Prospectus or any applicable supplement;
- (ii) have access to and knowledge of appropriate analytical tools to evaluate, in the context of its particular financial situation and the investment(s) it is considering, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all risks of an investment in the relevant Notes, including where principal or interest is payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;
- (iv) understand thoroughly the terms of the relevant Notes and be familiar with the behaviours of any relevant indices and financial markets;
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks; and

- (vi) recognize that it may not be possible to dispose of the Notes for a substantial period of time, if at all, before maturity.

Global Notes may be held by or on behalf of Euroclear, CBF, CBL and OeKB CSD

Notes issued under the Programme may be represented by one or more Global Note(s) (the "**Global Note**"). Global Notes may be deposited on the issue date with a common safekeeper for Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking S.A. ("**CBL**"). Global Notes may also be deposited with Clearstream Banking AG ("**CBF**") or OeKB CSD GmbH ("**OeKB CSD**"). Euroclear, CBF, CBL and OeKB CSD will maintain records of the beneficial interests in the Global Notes. While the Notes are represented by one or more Global Note(s) investors will be able to trade their beneficial interests only through Euroclear, CBF, CBL or OeKB CSD.

While the Notes are represented by one or more Global Note(s) the Issuer will discharge its payment obligations under the Notes by making payments to the common depositary or to the common service provider (in the case of Notes issued in NGN form), as the case may be, for Euroclear, CBF and CBL for distribution to their accountholders. A Noteholder (the "**Noteholder**") of a beneficial interest in a Global Note must rely on the procedures of Euroclear, CBF, CBL or OeKB CSD to receive payments under the relevant Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Notes.

PRIIPS/IMPORTANT – EEA RETAIL INVESTORS

If the Final Terms in respect of any Notes include a legend entitled "**Prohibition of Sales to EEA Retail Investors**", the Notes are not intended, to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4 (1) of Directive 2014/65/EU ("**MiFID II**"); (ii) a customer within the meaning of Directive 2016/97/EU (as amended, "**IDD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4 (1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

MiFID II product governance / target market

The Final Terms in respect of any Notes may include a legend entitled "**MiFID II Product Governance**" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**Distributor**") should take into consideration the target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product Governance Rules**"), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

Programme limit

The maximum aggregate principal amount of Notes outstanding at any one time under the Programme will not exceed EUR 100,000,000 (and for this purpose, any Notes denominated in another currency shall be

translated into euro at the date of the agreement to issue such Notes). The maximum aggregate principal amount of Notes which may be outstanding at any one time under the Programme may be increased from time to time.

Use of this Prospectus

This Prospectus may only be used for the purpose for which it has been published. This Prospectus and any Final Terms may not be used for the purpose of an offer or solicitation by and to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation.

This Prospectus, any supplements thereto and any Final Terms do not constitute an offer or an invitation to subscribe for or purchase any of the Notes.

Stabilisation

In connection with the issue of any tranche of Notes under the Programme, the Dealer or Dealers (if any) who is/are named in the relevant Final Terms as the stabilising manager(s) (or persons acting on its/their behalf) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant tranche of Notes is made and, if begun, may cease at any time, but it must end no later than 30 days after the issue date and 60 days after the date of the allotment of the Notes.

Any stabilisation action or over-allotment must be conducted by the relevant stabilising manager(s) (or person(s) acting on behalf of any stabilising manager(s)) in accordance with all applicable laws and rules.

Rounding

Certain figures included in this Prospectus have been subject to rounding adjustments; In tables, such commercially rounded numbers or percentages may not precisely add up to the totals presented in such tables, which may also be commercially rounded. Commercially rounded numbers or percentages may thus deviate from the actual values in the financial statements of the Issuer. Accordingly, figures shown for the same category presented in different tables may vary slightly and may not be an arithmetic aggregation for the figures that preceded them.

Currencies

Currencies used in this Prospectus include EUR, GBP, CAD, USD and CHF. The below conversion rates provide a guideline for conversion to EUR for certain dates used in the financial statements referred to in this Prospectus (Source: Currency calculator; "onvista" <https://www.onvista.de/devisen/waehrungsrechner/>).

US Dollar (USD):

31.03.2023 (last day of FY 2023)	1 USD	0.91935 EUR
01.04.2023 (first day of FY 2024)	1 USD	0.91923 EUR
30.09.2023 (last day of the first half of FY 2024)	1 USD	0.94482 EUR
31.03.2024 (last day of FY 2024)	1 USD	0.92638 EUR
31.12.2024 (last closing price before this Prospectus)	1 USD	0.9660 EUR

Canadian Dollar (CAD):

31.03.2023 (last day of FY 2023)	1 CAD	0.67876 EUR
01.04.2023 (first day of FY 2024)	1 CAD	0.67930 EUR
30.09.2023 (last day of the first half of FY 2024)	1 CAD	0.69973 EUR
31.03.2024 (last day of FY 2024)	1 CAD	0.68386 EUR
31.12.2024 (last closing price before this Prospectus)	1 CAD	0.6720 EUR

Pound Sterling (GBP):

31.03.2023 <i>(last day of FY 2023)</i>	1 GBP	1.13554 EUR
01.04.2023 <i>(first day of FY 2024)</i>	1 GBP	1.13687 EUR
30.09.2023 <i>(last day of the first half of FY 2024)</i>	1 GBP	1.15457 EUR
31.03.2024 <i>(last day of FY 2024)</i>	1 GBP	1.16883 EUR
31.12.2024 <i>(last closing price before this Prospectus)</i>	1 GBP	1.2091 EUR

Swiss Franc (CHF):

31.03.2023 <i>(last day of FY 2023)</i>	1 CHF	1.00390 EUR
01.04.2023 <i>(first day of FY 2024)</i>	1 CHF	1.00494 EUR
30.09.2023 <i>(last day of the first half of FY 2024)</i>	1 CHF	1.03416 EUR
31.03.2024 <i>(last day of FY 2024)</i>	1 CHF	1.02635 EUR
31.12.2024 <i>(last closing price before this Prospectus)</i>	1 CHF	1.0653 EUR

III. GENERAL DESCRIPTION OF THE PROGRAMME

The following description of the Programme does not purport to be complete and is qualified by the remainder of this Prospectus and, in relation to the terms and conditions of any particular tranche of Notes, the terms and conditions set out herein and the applicable Final Terms. Words and expressions defined under "Terms and Conditions of the Notes" shall have the same meanings in this section.

General

Under the Programme, the Issuer may from time to time issue Notes denominated in any currency agreed between the Issuer and the relevant Dealer(s). The Issuer may increase the amount of the Programme from time to time, subject to publication of a supplement to this Prospectus.

Notes will be issued on a continuous basis in tranches with no minimum issue size, each tranche consisting of Notes which are identical in all respects. One or more tranches, which are expressed to be consolidated and forming a single series and identical in all respects, but having different issue dates, interest commencement dates, issue prices and dates for first interest payments may form a series ("**Series**") of Notes. Further Notes may be issued as part of existing Series. The specific terms of each tranche will be set forth in the applicable Final Terms.

The Notes may be issued to one or more of the Dealers and any additional Dealer appointed under the Programme from time to time; the appointment may be for a specific issue or on an ongoing basis and may be sold on a syndicated and non-syndicated basis pursuant to respective subscription agreements.

Issuer

Zenith Energy Ltd.

Programme Amount

The current maximum aggregate principal amount of all Notes at any one time outstanding under the Programme will not exceed EUR 100,000,000 (or its equivalent in other currencies), subject to an increase from time to time in accordance with applicable law.

Dealer

Notes may be issued from time to time to one or more of Dealers, if any, (the "**Dealers**" and each a "**Dealer**").

Fiscal and Paying Agent

The Fiscal and Paying Agent of any issuance under this Programme will be specified in the respective Final Terms.

Approval and Notifications

This Prospectus has been approved by the FMA in its capacity as competent authority (the "**Competent Authority**") under the Austrian Capital Markets Act 2019 (*Kapitalmarktgesetz 2019*) (the "**KMG 2019**") and under the Prospectus Regulation.

The FMA gives no undertaking as to the economic or financial opportuneness of any transaction under this Prospectus or to the quality and solvency of the Issuer but only approves this Prospectus as meeting the standard of completeness, comprehensibility and consistence imposed by the Prospectus Regulation.

The approval by the FMA should not be considered as an endorsement of the Issuer that is the subject of this Prospectus.

Possible investors should make their own assessment as to the suitability of investing in the securities.

In order to be able to conduct a public offer in relation to certain issues of Notes, the Issuer applied for a notification pursuant to Article 25 of the Prospectus Regulation for an offer of such Notes in the Federal Republic of Germany ("**Germany**"), in the Republic of Italy ("**Italy**"), in the Grand Duchy of Luxembourg ("**Luxembourg**"), in the Republic of France ("**France**"), in the Kingdom of Belgium ("**Belgium**"), in the Kingdom of the Netherlands ("**Netherlands**"), in the Kingdom of Spain ("**Spain**"), in the Kingdom of Sweden ("**Sweden**"), in the Republic of Ireland ("**Ireland**") and in the Republic of Malta ("**Malta**"). The Issuer may from time to time arrange for a notification into other jurisdictions under Article 25 of the Prospectus Regulation.

Listing and Admission to Trading

Application may be made to list Notes issued under the Programme on the Vienna MTF of the Vienna Stock Exchange. The Vienna MTF is not a regulated market for the purposes of the MiFID II. The Programme provides that Notes may be listed on other or further MTFs of other stock exchanges as specified in the relevant Final Terms. Notes may further be issued under the Programme without being listed on any stock exchange.

Distribution

Notes may be distributed by way of private or public placement and in each case on a syndicated or non-syndicated basis.

Authorisations

The establishment of the Programme was authorised by a resolution of the Executive Board of the Issuer dated 4 November 2019. With resolution of the board of directors of the Issuer (the "**Board of Directors**") dated 22 February 2023 the maximum aggregate principal amount of all Notes at any one time outstanding under the Programme was increased from EUR 25,000,000 to EUR 50,000,000. With a resolution of the Board of Directors of the Issuer dated 13 July 2023, the maximum aggregate principal amount of all Notes at any one time outstanding under the Programme was further increased from EUR 50,000,000 to EUR 80,000,000. With a resolution of the Board of Directors of the Issuer dated 15 December 2023 the maximum aggregate principal amount of all Notes at any one time outstanding under the Programme was again increased from EUR 80,000,000 to EUR 100,000,000. Tranches of Notes will be issued in accordance with internal approvals by the Issuer, as in force at the time of issue.

Clearance

The Notes have been accepted for clearance through Euroclear and CBL and may be accepted for clearance through CBF and OeKB CSD. The Common Code and the International Securities Identification Number ("**ISIN**") for each Series of Notes will be set out in the relevant Final Terms.

Various categories of potential investors to which the Notes may be offered

Notes may be offered to qualified investors and/or retail investors as further specified in the relevant Final Terms. Provided that an offer of Notes shall not require the Issuer nor any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, this Prospectus shall be deemed a voluntary Prospectus pursuant to Article 4 of the Prospectus Regulation.

Documents on Display

Prospectus

This Prospectus, any supplement thereto, if any, and any documents incorporated by reference into this Prospectus will be published in electronic form on the website of the Issuer <https://www.zenithenergy.ca/investors/bonds-credit-ratings/> and will be available, during normal business hours, free of charge at the specified office of the Issuer.

This Prospectus has been prepared on the basis that, except to the extent subparagraph (ii) below may apply, any offer of Notes in any Member State of the European Economic Area, where the Prospectus Regulation is applicable, (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of Notes. Accordingly, any person making or intending to make an offer in that Relevant Member State of Notes which are the subject of an offering contemplated in this Prospectus as completed by Final Terms in relation to the offer of those Notes may only do so

- (i) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer, or
- (ii) if a prospectus for such offer has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State and (in either case) published, all in accordance with the Prospectus Regulation, provided that any such prospectus has subsequently been completed by Final Terms which specify that offers may be made other than pursuant to Article 1 (4) of the Prospectus Regulation in that Member State and such offer is made in the period beginning and ending on the dates specified for such purpose in such prospectus or Final Terms, as applicable.

Except to the extent subparagraph (ii) above may apply, neither any of the Issuer nor any Dealer have authorised, nor do they authorise, the making of any offer of Notes in circumstances in which an obligation arises for the Issuer or any Dealer to publish or supplement a prospectus for such offer.

Provided that an offer of Notes shall not require the Issuer nor any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, this Prospectus shall be deemed a voluntary Prospectus pursuant to Article 4 of the Prospectus Regulation.

Final Terms

In relation to Notes which are publicly offered, the Final Terms relating to the relevant Series of Notes will be available, during normal business hours, at the specified office of the Issuer and in electronic form on the website of the Issuer <https://www.zenithenergy.ca/investors/bonds-credit-ratings/>.

Other Documents

Copies of the documents specified below will be available for inspection at the specified office of the Issuer, during normal business hours, as long as any of the Notes are outstanding:

1. the Issuer's articles of association (in the English language): <https://www.zenithenergy.ca/articles-of-association/>
2. the audited financial statements (including the auditors' report thereon and notes thereto) of the Issuer in respect of the financial year ending 31 March 2024, which can be viewed online at http://www.rns-pdf.londonstockexchange.com/rns/6660Y_1-2024-7-31.pdf; also available on the website of the London Stock Exchange: <https://www.londonstockexchange.com/news-article/ZEN/publication-of->

2024-fy-annual-audited-report/16596492;

3. the audited financial statements (including the auditors' report thereon and notes thereto) of the Issuer in respect of the financial year ending 31 March 2023, which can be viewed online at http://www.rns-pdf.londonstockexchange.com/rns/7538H_1-2023-7-31.pdf; also available on the website of the London Stock Exchange: <https://www.londonstockexchange.com/news-article/ZEN/publication-of-2023-fy-annual-audited-report/16063248>;
4. the unaudited interim financial statements of the Issuer in respect of the six months ended 30 September 2024, which can be viewed online at http://www.rns-pdf.londonstockexchange.com/rns/6671Q_1-2024-12-18.pdf; also available on the website of the London Stock Exchange: <https://www.londonstockexchange.com/news-article/ZEN/half-year-report/16819012>.

The audited financial statements (including the auditors' report thereon and notes thereto) of the Issuer in respect of the financial year ending 31 March 2024 and the audited financial statements (including the auditors' report thereon and notes thereto) of the Issuer in respect of the financial year ending 31 March 2023 as well as the unaudited interim financial statements of the Issuer in respect of the six months period ending on 30 September 2024 will be available on the website of the Issuer (<https://www.zenithenergy.ca/investors/bonds-credit-ratings/>) for 10 years from the date of the approval of this Prospectus.

Selling Restrictions

General

No action has been taken in any jurisdiction that would permit a public offering of any of the Notes, or possession or distribution of the Prospectus or any other offering material or any Final Terms, in any country or jurisdiction where action for that purpose is required. Each Dealer represents, warrants and undertakes that it has complied and will comply with all applicable laws and regulations in each country or jurisdiction in or which it purchases, offers, sells, or delivers Notes or possesses, distributes or publishes the Prospectus and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of the Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries and neither the Issuer nor any Dealer shall have responsibility therefore.

With regard to each Tranche of Notes, each Dealer will be required to comply with such other additional restrictions as the Issuer and each Dealer shall agree and as shall be set out in the applicable Final Terms.

In addition to the specific restrictions set out below, each Dealer agrees that it will observe all applicable provisions of law in each jurisdiction in or from which it may offer Notes or distribute any offering material. The selling restrictions may be modified by the Issuer following a change in a relevant law, regulation or directive.

United States of America and its Territories

The Notes have not been and will not be registered under the U.S. Securities Act of 1933 as amended (the "**Securities Act**") nor with any securities regulatory authority of any state or other jurisdiction of the United States, and the Notes may include Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain limited exceptions, the Notes may not be offered, or sold or, in the case of Notes in bearer form, delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) or in the case of Notes in bearer form, the U.S. Internal Revenue Code of 1986, as amended, except in accordance with Regulation S under the Securities Act or pursuant to an exemption from the registration requirements of the Securities Act. The Notes are being offered and sold only outside of the United States to non-U.S. persons in reliance on Regulation S. The Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S.

regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering the Notes or the accuracy or the adequacy of this Programme Prospectus. Any representation to the contrary is a criminal offense in the United States.

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that it will not offer, sell or deliver any Notes of any Tranche (i) as part of their distribution at any time and (ii) otherwise until 40 days after completion of the distribution of all the Notes of the Tranche of which such Notes are part, within the United States or to, or for the account or benefit of, U.S. persons. In addition, until 40 days after the commencement of the offering of the Notes, an offer or sale of Notes within the United States by any Dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an available exemption from registration under the Securities Act.

Accordingly, each Dealer has represented and agreed that neither it, its affiliates nor any persons acting on its or their behalf have engaged or will engage in any directed selling efforts with respect to the Notes, and it and they have complied and will comply with the offering restrictions requirement of Regulation S. Each Dealer has agreed to notify the Fiscal Agent or, in the case of a Syndicated Issue, the lead manager when it has completed the distribution of its portion of the Notes of any Tranche so that the Fiscal Agent or, in the case of a Syndicated Issue, the lead manager may determine the completion of the distribution of all Notes of that Tranche and notify the other relevant Dealers (if any) of the end of the restricted period.

Each Dealer has also agreed that at or prior to confirmation of sale of Notes, it will have sent to each Distributor, dealer or person receiving a selling concession, fee or other remuneration that purchases Notes from it during the restricted period a confirmation or notice to substantially the following effect:

"The securities covered hereby have not been registered under the U.S. Securities Act of 1933 (the "**Securities Act**") and may not be offered and sold within the United States or to, or for the account or benefit of, U.S. persons (i) as part of their distribution at any time or (ii) otherwise until 40 days after completion of the distribution of the Notes of the Tranche of which such Notes are part as determined and certified by each Dealer, the Fiscal Agent/Lead Manager, except in either case in accordance with Regulation S under the Securities Act. Terms used above have the meanings given to them in Regulation S under the Securities Act."

The Notes in bearer form are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, or to, or for the account or benefit of, a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code and regulations thereunder.

The Issuer may agree with one or more Dealers for such Dealers to arrange for the sale of Notes under procedures and restrictions designed to allow such sales to be exempt from the registration requirements of the Securities Act.

Each Dealer has agreed that it will comply with all relevant laws, regulations and directives in each jurisdiction in which it purchases, offers, sells or delivers Notes or has in its possession or distributes the Prospectus or any other offering material.

In addition, each Dealer represents and agrees that:

- (a) except to the extent permitted under U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(D) or substantially identical successor provisions (the "**TEFRA D Rules**"), (i) it has not offered or sold, and during the restricted period will not offer or sell, directly or indirectly, Notes in bearer form to a person who is within the United States or its possessions or to a United States person, and (ii) it has not delivered and will not deliver, directly or indirectly, within the United States or its possessions definitive Notes in bearer form that are sold during the restriction period;
- (b) it has and throughout the restricted period will have in effect procedures reasonably designed to ensure that its employees or agents who are directly engaged in selling Notes in bearer form are aware that such Notes may not be offered or sold during the restricted period to a person who is

- within the United States or its possessions or to a United State person, except as permitted by the TEFRA D Rules;
- (c) if it was considered a United States person, that is acquiring the Notes for purposes of resale in connection with their original issuance and agrees that if it retains Notes in bearer form for its own account, it will only do so in accordance with the requirements of the TEFRA D Rules;
 - (d) with respect to each affiliate that acquires from it Notes in bearer form for the purpose of offering or selling such Notes during the restricted period that it will either (i) repeat and confirm the representations and agreements contained in sub-clauses (a), (b) and (c); or (ii) obtain from such affiliate for the benefit of the Issuer the representations and agreements contained in subclauses (a), (b) and (c); and
 - (e) it will obtain for the benefit of the Issuer the representations and agreements contained in subclauses (a), (b), (c) and (d) from any person other than its affiliate with whom it enters into a written contract, as defined in U.S. Treas. Reg. Section 1.163 5(c)(2)(i)(D)(4) or a substantially identical successor provision, for the offer or sale during the restricted period of Notes.

Terms used in the preceding paragraph have the meanings given to them by the U.S. Internal Revenue Code and regulations thereunder, including the TEFRA D Rules.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended; the "**FIEA**") and each Dealer has represented and agreed that it will not offer or sell any Note, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or entity organised under the laws of Japan), or to others for reoffering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

Prohibition of Sales to EEA Retail Investors

In relation to each Relevant Member State, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Prospectus as completed by the Final Terms in relation thereto to any retail investor in the European Economic Area except the Final Terms in respect of any Notes specify the "Prohibition of Sales to EEA Retail Investors" as "Not Applicable". For the purposes of this provision:

- (a) the expression "retail investor" means a person who is one (or more) of the following:
 - i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or
 - ii) a customer within the meaning of the IDD, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - iii) not a qualified investor as defined in the Prospectus Regulation; and
- (b) the expression an "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes.

If the Final Terms in relation to the Notes specifies "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", in relation to each Relevant Member State, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Prospectus as completed by the Final Terms in relation thereto to the public in that Member State except

that it may, make an offer of such Notes to the public in that Member State:

- (a) if the Final Terms in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 1(4) of the Prospectus Regulation in that Relevant Member State (a "**Non-exempt Offer**"), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the Final Terms contemplating such Non-exempt Offer, in accordance with the Prospectus Regulation, in the period beginning and ending on the dates specified in such prospectus or Final Terms, as applicable and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (c) at any time to fewer than 150, natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation.

provided that no such offer of Notes referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Art. 3 of the Prospectus Regulation or supplement a prospectus pursuant to Art. 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an "**offer of Notes to the public**" in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes.

United Kingdom of Great Britain and Northern Ireland

Each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Prospectus as completed by the Final Terms in relation thereto to the public in the United Kingdom (the "**UK**") except that it may, make an offer of such Notes to the public in the UK:

- (a) if an offer of those Notes may be made other than pursuant to section 86 of the Financial Services and Markets Act 2000 (the "**FSMA**") (a "**Public Offer**"), following the date of publication of a prospectus in relation to such Notes which has been approved by the Financial Conduct Authority, provided that any such prospectus has subsequently been completed by final terms contemplating such Public Offer, in the period beginning and ending on the dates specified in such prospectus or final terms, as applicable, and the Issuer has consented in writing to its use for the purpose of that Public Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in Art. 2 of the UK Prospectus Regulation;
- (c) at any time to fewer than 150, natural or legal persons (other than qualified investors as defined in Art. 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the relevant Dealers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of Notes referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Art. 23 of

the UK Prospectus Regulation.

For the purposes of this provision, the expression "**an offer of Notes to the public**" in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes and the expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

Each Dealer has represented, warranted and agreed that:

- (a) Financial Promotion: it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and
- (b) General compliance: it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

IV. RISK FACTORS

Any investment in the Notes is subject to a number of risks. Prior to investing in the Notes, prospective investors should carefully consider risk factors associated with any investment in the Notes, the business of the Issuer and the Group and the industry in which they operate together with all other information contained in this Prospectus, including, in particular the risk factors described below, but also the documents incorporated by reference, any supplement thereto and the relevant Final Terms.

Words and expressions defined in the section "VIII. TERMS AND CONDITIONS OF THE NOTES AND RELATED INFORMATION" below or elsewhere in this Prospectus have the same meanings in this section.

Prospective investors should note that the risks relating to the Issuer and the Group and the Notes as set out below are the risks that the Issuer believes to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Notes. However, as the risks which the Issuer and the Group face relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider among other things, the risks and uncertainties described below.

Additional risks and uncertainties relating to the Issuer and the Group that are not currently known to the Issuer, or that either currently deem immaterial, may individually or cumulatively also have a material adverse effect on the business, prospects, results of operations and/or financial position of the Issuer and the Group and, if any such risk should occur, the price of the Notes may decline, and investors could lose all or part of their investment. Investors should consider carefully whether an investment in the Notes is suitable for them in light of the information in this Prospectus and their personal circumstances.

The risk factors herein are organized into categories depending on their nature (with the most material risk factor mentioned first in each of the categories based on the Issuer's current assessment with respect to the probability of their occurrence and the expected magnitude of their negative impact).

Within this section "IV. RISK FACTORS", the term "**Zenith**" means the Issuer together with all its subsidiaries.

1. RISKS RELATED TO ZENITH'S FINANCIAL SITUATION

The inability to raise additional funds may affect Zenith's going concern premise and its planned operations.

Due to the fact that the Issuer terminated its operations in Azerbaijan in the first half of 2020, the starting of the Arbitration process in Tunisia and the new focus in the United States, the Group is dependent upon the funds from its Italian operations. Since these funds must be used for the daily operating expenses of the Group or the repayment of vendor loans, Zenith's principal source of funds will remain the issuance of equity. The Group's ability to raise future capital through equity is subject to uncertainty and the inability to raise such capital may have an adverse impact on the Group's ability to continue as a going concern.

Furthermore, in order to operate at the production levels stated in the Chapman Report 2024, the Group – in addition to the current cash flow forecasts – will need to raise additional funds during the lifetime of the projects in the amount of approximately USD 4 million to meet the required capital expenditure. A failure to secure such funds, for example, due to a repeated fall in the oil price caused by a global recession or increased instability in the Middle East or other negative impacts on the global economy, indicates a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and will endanger the Group's ability to fulfil its payment obligations.

The inability of the Issuer to meet its debt can have negative consequences for the Issuer and can result in severe financial problems for the Issuer.

The Issuer has various debts and is responsible to meet its debt when due. If the Issuer has to renegotiate financing contracts because of an inability to pay back debts when due, this can result in financial disadvantages, like increased interest rates that have to be paid, or more expensive external financings in general. In the past, the Issuer renegotiated various debts in order to postpone repayment. Breaches of financing contracts by the Issuer also bear the risk that a creditor may declare due an amount and thereby puts the Issuer under financial pressure that could result in a financial collapse of the Issuer. Creditors not receiving their money when due, may also file legal claims or take legal action against the Issuer. Any of these consequences may have a significant impact on the financial situation and the operations of the Issuer, as the Issuer is required to raise additional funds continuously in order to continue developing its oil and gas projects and to simultaneously satisfy loan repayments which are due. At the date of this Prospectus the Issuer has not secured sufficient funds to both continue developing its oil and gas projects and to simultaneously satisfy loan repayments throughout the Financial Year 2024.

The reserve values of Zenith's properties may decrease if the Issuer will not be able to generate the estimated cash flow.

The reserve values of Zenith's properties, as estimated by independent engineering consultants, are based in part on cash flows to be generated in future years as a result of future capital expenditures and therefore contain a level of risk. Should the Issuer be unable to generate the amount of cash flow as estimated in the engineering reports, the reserve values of Zenith's properties are overvalued and need to be corrected in the financial statements of the Issuer. Furthermore, the value of Zenith's properties may decrease in the event the Issuer does not receive new or prolonged licenses in relation to the oil and gas assets already owned by the Issuer.

A devaluation of the reserve values of the Issuer's properties would have a negative impact on the Issuer's financial statements. Any devaluation of the reserve values of the Issuer's properties could lead to lower future production, lower future cash flow and higher depreciation charges, and thus adversely affect the Issuer's results of operations, financial condition and future prospects.

The Issuer is exposed to risks resulting from foreign currency exchange rates fluctuations which may worsen the Issuer's ability to repay liabilities and may have a negative impact on the Issuer's cash flow, income statement or balance sheet.

World oil and gas prices are quoted in USD and the price received by Canadian incorporated producers is therefore affected by the CAD/USD exchange rate. A significant portion of Zenith's international activities are conducted in Euros in Italy, Tunisian Dinar in Tunisia and Pounds Sterling in the United Kingdom where Zenith is exposed to changes in foreign exchange rates as operating expenses, capital expenditures, and financial instruments fluctuate due to changes in exchange rates. Zenith never used derivative instruments to hedge its exposure to foreign exchange rate risks. In recent years, the Canadian dollar has fluctuated materially in value against the United States dollar. Material increases in the value of the Canadian dollar led to the risk of negatively impacting Zenith's production revenues. Future Canadian/United States exchange rates could accordingly impact the future value of the Issuer's reserves as determined by independent evaluators. Any currency risks may have adverse effects on Zenith's cash flow, income statement or balance sheet. Foreign currency exchange rates fluctuations may aggravate the Issuer's ability to repay its liabilities.

The ability of the Issuer to fulfil its payment obligations is limited by its status as a holding company. Delays in the distribution of dividends or the delay of cash receipts can significantly impair the solvency of the Issuer.

The Issuer is a holding company that has no significant assets other than its investments and participations in group companies. As a holding company, the Issuer is dependent on the capital injection of its shareholders

and the distribution of dividends from its subsidiaries in order to meet the payment obligations towards its creditors.

The liquidity of the Issuer depends on the earnings of its subsidiaries. As of the date of this Prospectus, the Issuer is highly dependent on the sales and earnings of its Italian subsidiary, Canoe Italia S.p.A. ("**Canoe Italia S.p.A.**"), and its Tunisian operations that are held through the subsidiary Compagnie Du Desert Ltd. ("**CDD**").

The subsidiaries may generate losses and in such case the Issuer will not receive liquidity in the form of dividends. If there are delays in the distribution of dividends to the Issuer or if distributions of dividends do not take place, this will have a material adverse effect on the liquidity of the Issuer, irrespective of the existing financing lines.

Liquidity problems can arise from delays of cash receipts, the inability to sell the Group's products and additional extraordinary events.

Delays of cash receipts from its counterparties and debtors complicate the Group's and the Issuer's ability to meet its payment obligations. In addition, Zenith expects time-lags in payment by producers of oil and natural gas to the operators (company that is liable for the oil production in a concession and then distributes the oil/gains to other holders of working interest) of the Group's properties, and by the operators to the Group. Payments between those parties may also be delayed by restrictions imposed by lenders or government, that require advance payment.

Delays in the sale or delivery of products, delays in the connection of wells to a gathering system, blowouts or other accidents, recovery by the operator of expenses incurred in the operation of the Group's properties or the establishment by the operator of reserves for such expense may also delay payments.

At the date of this Prospectus, Société Nationale des Pétroles du Congo ("**SNPC**") owes the Anglo African Oil & Gas Congo S.A.U. ("**AAOG Congo**"), a fully owned subsidiary of the Issuer, approximately USD 5.7 million as a result of the work conducted to date on the Congo License I. The Issuer and SNPC are in discussions in order to settle this issue. Non-payment of this amount of approximately USD 5.7 million by SNPC may limit the Issuer's ability to meet its payment obligations and hinder its development plans.

The liquidity of the Group can also be affected by the inability to sell its products, by unexpected outgoing cash flows, by the obligation to provide additional guarantees or by the inability to access money and/or capital markets. This situation could arise due to circumstances beyond the Issuer's control, such as a general market disruption or an operational problem affecting the Group or third parties or also by the expectation, among the market participants, that the Issuer or other market participants are having a greater liquidity risk. The liquidity crisis and the loss of confidence in financial institutions can increase the funding costs of the Issuer and restrict its access to equity capital and debt capital.

Adverse financial market conditions may affect Zenith's refinancing abilities.

The costs and availability of financings have been adversely affected by the crisis in the financial sectors. The Issuer's long-term credit ratings of "B+ with Stable Outlook" as well as the fact that Zenith relies on raising equity and or debt as a source of income may lead to difficulties in refinancing its financial obligations. Zenith may be able to refinance only at increased interest rates. It might especially be difficult to obtain funds from banking and financial institutions. Given that the Issuer is dependent on raising additional debt capital and equity capital, the inability of Zenith to refinance would have a material adverse effect on its liquidity position and might, in a worst case, result in its insolvency.

The costs for the decommissioning of the oil fields are dependent on political, environmental, public and safety expectations so that the cost estimates are subject to uncertainty.

Decommissioning costs are all reasonable costs and expenses incurred in connection with the removal of a well, the site restoration or asset retirement. The estimated cost of decommissioning at the end of the producing lives of a well is reviewed periodically by the Issuer and is always based on forecast price levels, available technology and specific regulations on the decommissioning process such as environmental measures or safety standards currently in place. As most of the planned decommissioning events of the Issuer's sites lie far in the future and the relevant technologies and regulations are constantly changing, the costs associated with decommissioning are difficult to estimate and substantially marked by uncertainties.

The extent of the Issuer's current debt capital financing may make it difficult for the Issuer to raise additional capital; the repayment of the debt obligations may have a negative impact on the operating business and future expansion plans.

The Issuer is significantly financed by debt capital. From time-to-time Zenith may enter transactions to acquire assets or the shares of other organizations. These transactions may be financed in whole or in part with debt capital, which may increase Zenith's debt obligations above industry standards for oil and natural gas companies of a similar size. Depending on future exploration and development plans, Zenith may require additional equity and/or debt financings that may not be available or, if available, may not be available on favourable terms. Neither the Issuer's articles of association nor its by-laws limit the amount of debt that Zenith may incur. There is the risk that the level of Zenith's debt obligations from time to time could impair Zenith's ability to obtain additional financing on a timely basis to take advantage of business opportunities that may arise.

The ability of Zenith to make payments or advances will be subject to applicable laws and contractual restrictions in the instruments governing any indebtedness of Zenith. The degree to which Zenith is leveraged could have important consequences for Noteholders including: (i) Zenith's ability to obtain additional financing for working capital, capital expenditures or acquisitions in the future may be limited; (ii) all or part of Zenith's cash flow from operations may be dedicated to the payment of the principal of and interest on Zenith's indebtedness, thereby reducing funds available for future operations; (iii) Zenith's borrowings may be at variable rates of interest, which would expose Zenith to the risk of increased interest rates; and (iv) Zenith may be more vulnerable to economic downturns and be limited in its ability to withstand competitive pressures.

The freezing of oil and gas prices can, in the case of an increase of the oil and gas prices, significantly reduce revenues.

From time-to-time Zenith may enter into agreements to receive fixed prices on its oil and natural gas production to offset the risk of revenue losses if commodity prices decline; however, if commodity prices increase beyond the levels set in such agreements, there is a risk as Zenith will not benefit from such increases and may nevertheless be obligated to pay royalties on such higher prices, even though not received by it, after giving effect to such agreements.

2. RISKS RELATED TO ZENITH'S BUSINESS ACTIVITIES AND INDUSTRY

If existing concessions expire and may not be extended and necessary permits may not be granted, the Group's expansion plans are delayed and already made investments could become worthless.

The Issuer currently has several gas production concessions in Italy that may not be extended upon their expiry. Moreover, the Issuer relies on exploration permits and approvals to commence production that may not be granted by the responsible authorities upon application. Delays in receiving necessary concessions and permits and failure to obtain required concessions and permits may have a negative impact on the business activities of the Issuer.

Despite the fact, that the Issuer already started the renewal process in December 2022, the Sidi El Kilani concession expired. If an extension of this licence will not be granted, this will also result in an impairment of the value of this acquired assets.

The non-extension of an already existing concession or the loss in a bidding process in any of the countries the Issuer is operating in, would delay expansion plans of the Issuer and make the investments the Issuer already made in believe of the extension or award in a bidding process worthless. Since the Group is - as of the date of this Prospectus - only invested in three countries, a failure to extend an existing concession or the loss in a bidding process significantly changes the business strategy and future cash flow assumptions of the Group.

Any legal, regulatory or other change of the framework conditions may affect the Issuer significantly due to a lack of diversification of the Issuer's business activity.

The Issuer is currently only involved in oil production in Tunisia as well as in the natural gas and electricity production in Italy. Therefore, any legal, regulatory or other change of the framework conditions in one of those national industries may have a substantial negative effect on the financial situation of the whole Group, since it will likely not be able to compensate negative effects that appear in one field of business with its business activities in another area of operations.

In particular, any legal, regulatory or other change of the framework conditions in Italy or Tunisia would affect the financial situation of the whole Group substantially given that the natural gas and electricity production in Italy and the oil production in Tunisia are the main source of income.

Since the Sidi El Kilani concession in Tunisia expired in December 2022 and the renewal process has not yet been completed and the Issuer is still in its expansion phase in Tunisia, the Group currently mainly relies on revenues generated by the Ezzaouia concession. Additional revenues are received by the two El Bibane and Robbana concession with little production. Therefore, the Group's production is mainly driven by the Italian operations and the Ezzaouia concession in Tunisia.

Zenith's oil and natural gas reserves data presented in the Chapman Report 2024 are only estimates which may vary significantly from the actual quantities of oil and gas reserves that may be recovered.

The reserves data set forth in the Chapman Report 2024 represent only estimates and should not be construed as exact quantities. Numerous uncertainties are inherent in estimating quantities of proved reserves, future probable rates of production and the timing of development expenditures.

The reliability of proved reserve estimates depends on a number of factors, assumptions and variables, many of which are beyond Zenith's control. These include:

- the quality and quantity of available geological, technical and economic data;
- whether the prevailing tax rules and other government regulations, contractual conditions, oil, gas and other prices will remain the same as on the date the estimates were made;
- the production performance of Zenith's reservoirs; and
- extensive engineering interpretation and judgment.

Probable reserves are those additional reserves that are less certain to be recovered than proven reserves.

Subsequent evaluation of the same reserves based upon production history and production practices will result in variations in the estimated reserves and such variations could be material.

Results of drilling, testing and production after the date of the estimates may require substantial downward revisions in Zenith's reserve data. Any downward adjustment could lead to lower future production and

higher depreciation charges, and thus adversely affect Zenith's results of operations, financial condition and future prospects.

Even if the reserve estimates turn out to be correct, the Issuer may not be able to reach the production capacities as mentioned in the Chapman Report 2024. According to internal calculations of the Issuer, an additional capital in the amount of approx. USD 4 million is required in order to reach the production capacities as mentioned in the Chapman Report 2024. There is a risk that the Issuer will not be able to acquire this amount of capital or that the amount required is significantly higher than calculated.

Malfunctions of purchased equipment significantly worsens the financial situation and production capabilities of the Issuer.

The Issuer follows the strategy to purchase its own drilling equipment while most competitors do not buy their own drilling equipment. Most competitors are outsourcing the drilling of the wells to third parties. Zena Drilling Limited, a subsidiary of the Issuer, has signed and executed a purchase agreement for the acquisition of a BD-260 drilling rig assembled by B Robotics W S.r.l for a total consideration of EUR 2,250,200.

There is a risk that the purchased equipment is not or only partially usable, or that the purchased equipment becomes unfit for its use prematurely. Malfunctions in the purchased drilling equipment considerably reduce its value and leads as a result to a reduction in the production capabilities and therefore to a worsening of the financial situation of the Group. In addition, any malfunction of the BD-260 drilling rig will delay the exploration Zenith's concession, that are not yet producing at their full capacity.

A decline in the prices of crude oil, natural gas, petroleum products and electricity have an adverse effect on the Issuer's results of operations.

The demand for and prices of crude oil, natural gas, petroleum products and electrical power depends on a variety of factors over which Zenith has no control, including:

- global and regional economic and political developments in resource-producing regions;
- international supply and demand;
- the level of consumer and industry demand;
- weather conditions;
- the price and availability of alternative products;
- actions taken by governments;
- governmentally regulated supply tariffs for gas and electrical power;
- the impact of certain economic and political events; and
- the ability of international cartels (such as OPEC) and oil-producing nations to influence production levels and prices.

Historically, international crude oil and natural gas prices have fluctuated widely. Starting from September 2014, prices of crude oil significantly decreased. In 2015, markets faced sharp declines in oil prices from USD 56/bbl as of 31 December 2014 to USD 37/bbl as of 31 December 2015, resulting from a significant oversupply and slowed down demand. After the low of USD 26/bbl in January 2016, oil prices increased to USD 50/bbl in December 2016, especially following the agreement of OPEC members in November 2016 to cut production by 1.2 million barrels. The Brent oil price rose to USD 66.5/bbl at the end of the year 2017 and in early October 2018, the Brent oil price crude price recorded an annual high of USD 86.2/bbl. In 2019, the price of Brent oil price crude stood at an average of USD 64.3/bbl and displayed a volatility of around 50 per cent over the course of the year 2019. Since the beginning of 2020, the Brent oil price has dramatically decreased due to a significant decline in demand after the outbreak of the COVID-19 pandemic. The first quarter of 2020 saw the worst performance on record for the market. Oil prices decreased to around USD 17 in April 2020. As of May 2020, oil has managed to recap some of its earlier losses, reaching an average price of approximately USD 48.52 per barrel at the end of December 2020. Throughout the year 2021 the oil price was able to climb back to regions above USD 80 especially in October and November 2021. New fears of a

new COVID-19 variant led to a significant drop of the oil price in the end of November 2021 to a level of as low as USD 66.18 (*Source*: WTI Crude Oil Prices - 10 Year Daily Chart - <https://www.macrotrends.net/2516/wti-crude-oil-prices-10-year-daily-chart>).

Since the beginning of 2022, oil prices have increased sharply. Driven by an economic growth increasing demand for oil, geopolitical tensions between Russia and the Ukraine and increased instability in the Middle East as well as limited oil supply¹, the oil prices have risen in 2022. The escalation of the Russia-Ukraine conflict in the end of February 2022 amplified this development and resulted in a jump of the oil price to more than USD 110 a barrel.

The oil price reached its peak with USD 123.70/bbl on 8 March 2022. This trend with oil prices over USD 100/bbl continued until July 2022. Despite the ongoing war in the Ukraine and applied sanctions over Russia, this trend was reversed as of the end of the year 2022 when it reached USD 80.51/bbl. In September 2023 the selling price was USD 91/bbl, with a progressive decline to the current 26 August 2024, selling price of USD 77.44/bbl, which corresponds to a decline of approximately 37 per cent (*Source*: WTI Crude Oil Prices - 10 Year Daily Chart - <https://www.macrotrends.net/2516/wti-crude-oil-prices-10-year-daily-chart>).

According to IEA-report "Oil Market Report – August 2024", the market will gradually return to moderate inventory builds in mid-2025 after the expiration of voluntary OPEC+ supply cuts in 4Q24 and as forecast production growth from countries outside of OPEC+ begins to outweigh global oil demand growth. They estimate that global oil inventories will increase by an average of 0.3 million b/d in the second half of 2025. EIA forecasts the Brent oil price will average \$86/b in 2025 and fall to \$83/b by the end of the year.

However, rapid material and/or sustained changes in oil, gas and petroleum product and electricity prices can impact the validity of the assumptions on which strategic decisions are based and, as a result, the ensuing actions derived from those decisions may no longer be appropriate. For example, a prolonged period of low oil, gas or petroleum product or electricity prices may affect Zenith's ability to maintain its long-term investment program, which is based on certain assumptions concerning price developments. Price declines could prevent Zenith from maintaining earnings and cash flows at a level sufficient to meet its targets and to fund Zenith's planned capital expenditure.

Zenith faces competition from other oil and gas companies in all areas of its operations.

The petroleum industry is competitive and investing in Zenith contains an inherent level of risk. Zenith will compete with numerous other organizations in the search for, and the acquisition of, oil and natural gas properties and in the marketing of oil and natural gas. Zenith's competitors will include oil and natural gas companies that have substantially greater financial resources, staff and facilities than those of Zenith. Zenith's ability to increase its reserves in the future will depend not only on its ability to explore and develop its present properties, but also on its ability to select and acquire other suitable producing properties or prospects for exploratory drilling. The Issuer is looking to acquire new oil and gas fields. There is a risk that competitors of the Issuer's, who have greater financial resources, staff and facilities, are more successful in the selection and acquisition of new suitable producing properties or prospects for exploratory drilling. The selection by the Issuer of a property which is not suitable for producing and exploratory drilling, or the granting of suitable producing properties to competitors of the Issuer can significantly worsen the future cash flow assumptions of the Group and the overall financial outlook of the Issuer in the future.

Competitive factors in the distribution and marketing of oil and natural gas include price and methods and reliability of delivery and storage. A repeated material decline in the demand for oil and natural gas products will increase the competition between suppliers and again will lead to a sharp decline in prices. A sharp decline in prices will minimize the profit margin or may force the Issuer to sell its products below the cost of

¹ Available at: <https://www.weforum.org/agenda/2022/02/why-oil-prices-matter-to-global-economy-expert-explains/>.

production. This will favour competitors that are able to produce at lower costs than the Group, may limit the Group's ability to sell its oil and natural gas products or may have negative effects on the revenue of the Issuer.

Zenith may be required to curtail, delay or cancel drilling operations.

Exploration and production require high levels of investment and are subject to natural hazards and other uncertainties, including those relating to the physical characteristics of an oil or natural gas field. The cost of drilling, completing or operating wells is often uncertain. Zenith may be required to curtail, delay or cancel drilling operations because of a variety of factors, including unexpected drilling conditions, pressure or irregularities in geological formations, equipment failures or accidents, adverse weather conditions and compliance with governmental requirements, such as drilling moratoria following an accident. Any interruption of the drilling operations significantly affects the production and therefore the revenues of the Issuer.

Zenith is dependent on its key personnel.

Zenith's future success is largely based on the acquired market knowledge and technical expertise of the management of the Issuer, including that of Mr. Cattaneo who has been a director of the Issuer since 9 December 2008. Mr. Cattaneo is an energy specialist with a focus on emerging countries and has 30 years' experience in advising governments in financial, industrial and energy-related matters. Mr. Cattaneo has strong expertise and experience in structuring and negotiating contracts in the international markets, especially the oil industry. He also has significant experience in former socialist countries and arranged the first USD loan to Vietnam, the then third poorest country in the world, towards the beginning of his financial career in 1985. In the event that key employees, for example Mr. Cattaneo, leave the company, there is a risk that the Issuer will not be able to recruit comparably qualified key employees within a reasonable period of time or on reasonable terms. The departure of Mr. Cattaneo could also cause a loss of image and personal networks from which the Issuer benefits, in addition to a significant loss of know-how.

If permits, licenses and leases are not renewed at their expiration date, this has a negative impact on the future operations and revenues of the Group.

Zenith's properties are held in the form of permits, licenses, leases and working interests in permits, licenses and leases. If Zenith or the holder of the permit, license or lease fails to meet the specific requirement of a permit, license or lease, the permit, license or lease may terminate or expire. Furthermore, the permits, licenses, leases are assigned for a limited time. There can be no assurance that any of the obligations required for maintaining a permit, license or lease will be met or that the permit, license or lease will be renewed in the future.

Changes in legislation and the implementation of new regulations or the modification of existing regulations can affect the oil and natural gas industry negatively. Zenith might not be able to comply with its obligations under granted licenses.

The oil and gas industry is subject to regulation and intervention by governments, in particular in matters such as the award of exploration and production interests, restrictions on production and exports, environmental measures, control over the development and abandonment of fields and installations, the nationalisation or renationalisation of assets, imposition of specific drilling obligations, environmental and health and safety protection controls and other risks relating to changes in local government regimes and policies.

It is possible that the Canadian and international governments and provincial/state or regulatory authorities may choose to change the income tax laws, royalty regimes, environmental laws or other laws applicable to oil and gas companies and that any such changes could materially adversely affect Zenith and the market value of its common shares. In addition, it is also possible that changes to legislation, which could adversely affect the market value of Zenith could occur in other jurisdictions where Zenith operates.

Further, oil and natural gas operations (exploration, production, pricing, marketing and transportation) are subject to extensive controls and regulations imposed by various levels of government, which may be amended from time to time. Governments may regulate or intervene with respect to price, taxes, royalties and the exportation of oil and natural gas. Such regulations may be subject to change from time to time in response to economic or political conditions. There is also the risk that implementation of new regulations or the modification of existing regulations affecting the oil and natural gas industry could reduce demand for natural gas and crude oil and increase Zenith's costs. In order to conduct oil and gas operations, the Issuer will require licenses from various governmental authorities. There can be no assurance that Zenith will be able to obtain all of the licenses and permits that may be required to conduct operations that it may wish to undertake.

In addition, Zenith has to comply with conditions contained in licenses, such as operating permits. A failure by Zenith to comply with substantial conditions might lead to governmental intervention.

Developing taxation systems in some of the countries in which the Group operates may have a material adverse effect on the Issuer.

Zenith buys, sells and trades oil and gas products in certain regulated commodity markets. The oil industry is also subject to the payment of royalties and taxation, which tend to be high compared with those payable in respect of other commercial activities, and operates in certain tax jurisdictions that feature a degree of uncertainty relating to the interpretation of, and changes to, tax law. As a result of new laws and regulations or government interventions, Zenith could be required to curtail or cease certain operations, or Zenith could incur additional costs.

The treatment of Zenith's group entities is subject to changes in tax regulation or practices in territories in which Group entities are resident for tax purposes (that includes at the date of this Prospectus inter alia Canada, the United Kingdom, Italy, Tunisia, the Netherlands and the United Arab Emirates). Such changes may include (but are not limited to) the taxation of operating income, investment income, dividends received or (in the specific context of withholding tax) dividends paid. Any changes to tax legislation in territories in which Group entities are resident for tax purposes may have a material adverse effect on the financial position of Zenith.

In many jurisdictions, the resources sector is subject to particular taxation regimes which sometimes impose a comparatively heavy burden on activities within the sector. Taxation regimes regarding the oil and gas sector are – due to their specific and narrow nature – more likely to be subject to changes than general taxation regime for companies operating in other sectors.

In Italy, for onshore permits, the state royalty on the production of oil and gas is a maximum of 10 per cent, with a provision that no royalties are to be paid on yearly production of less than 125,000 bbls of oil and approximately 700 MMscf of gas, per field (or approximately 340 bbls/d and 1.9 MMscf/d). At the present time, the Group does not pay any state royalties since all its producing fields fall below the minimum royalty threshold. The corporate taxation rate amounts to 28 per cent and there are no restrictions on the repatriation of profits. There is a risk that changes to the tax and/or royalty system occur in the future, such as the abolition of exemptions or an increase of royalty payments. This has a significant impact on the tax payable by the Group and therefore on the rentability of oil and gas wells operated by the Group in Italy.

3. COUNTRY-SPECIFIC RISKS

3.1. Italy

The non-renewal of Italian gas production concessions could impact the Issuer's business activities negatively.

Since a significant share of the Issuer's revenues currently derive from the Italian gas production, a non-renewal of the Italian concessions would have a significant negative impact on the Issuer's revenues. In particular, the non-renewal of the Torrente Cigno exploration property would affect the Issuer significantly since this property currently is responsible for the majority (about 90 per cent) of the Group's natural gas production in Italy. Torrente Cigno concession is scheduled to expire in 2029 and during the year 2027 the Group will apply for its renewal. Any disruption in the production from this concession may negatively affect the Issuer's cash flow.

Tax Risks Related to Italian Operations

In Italy, for onshore permits, the state royalty on production of both oil and gas is a maximum of 10%, with a provision that no royalties are paid on yearly production less than 125,000 bbls of oil and approximately 700 MMcf of gas, per field (or approximately 340 bbls/d and 1.9 MMcf/d). At the present time, the Group does not pay any state royalties since all its producing fields fall below the minimum royalty threshold. The corporate tax is a maximum of 28% and there are no restrictions on repatriation of profits. Going forward, there is the risk that potential changes in the tax and/or royalty system could have a significant impact on the tax payable by the Group.

3.2. United States of America

Cybersecurity

Cybersecurity is a growing and evolving security challenge for the Energy Sector and more generally for the U.S. economy. Because of the shared responsibility to secure North America's energy delivery systems against cyber threats, a common vision and framework is needed to guide the public-private partnerships. Both the electricity and the oil and natural gas industries have initiated enhanced approaches to plan for and counter cybersecurity threats to energy infrastructure operations.

A comprehensive risk management approach can provide a means to develop a cybersecurity strategy tailored to the unique requirements of each asset owner. The U.S. government and regulatory authorities are exploring options for incentives such as grants, liability limitation, cybersecurity insurance, public recognition, and rate recovery to encourage the adoption of best practices across the industry. The Federal Government will need to engage owners and operators in the identification of incentives that provide the greatest value.

In addition to government programs, various industry partners, including trade associations, have been carrying out numerous cybersecurity related activities.

Aging Infrastructure and the Need for Infrastructure Investment

According to a DHS study, "significant numbers of critical infrastructure assets in the United States have reached or are approaching the end of their designed life span. Although an infrastructure does not fail because of advanced age alone, aging assets may have degraded performance or functional obsolescence that increases the risk of failure". Therefore, energy infrastructure must continue to be developed, constructed, operated, and maintained to meet future demands and overcome evolving threats and other challenges.

In conducting a comprehensive long-term assessment, of the assets and systems as well as for future investments, energy sector owners and operators are increasingly considering building resilience into new infrastructure through a variety of approaches. The energy industry works with policymakers and regulators to support effective policies to address the risks of developing, constructing, operating, and maintaining infrastructure, as well as the challenges of raising needed capital to fund transmission and distribution development.

The National Academy of Engineering cites electrification—generation, transmission, and distribution of electricity—as the most important engineering achievement of the 20th Century. However, the 21st Century brings new challenges and opportunities. Improvements to the electric grid continue to be made to address the Nation’s needs—modernizing infrastructure through technological innovations, improving resilience, implementing public policy requirements, addressing environmental concerns, responding to emerging physical and cyber threats, and meeting changing customer expectations.

As with any sector, the energy sector is experiencing new and innovative approaches to deliver electricity more efficiently, safely, and reliably, through research done at the national laboratories, Electric Power Research Institute, and other industry research groups. In conducting a comprehensive long-term assessment of their assets and systems as well as for future investments, energy sector owners and operators have built and continue to build resilience into their infrastructure through a variety of approaches (*Source*: <https://www.energy.gov/oe/articles/2015-energy-sector-specific-plan>).

3.3. Tunisia

Insufficient data is an obstacle to support reserves for future locations.

The Issuer relies on finding new fields and evaluating their potential correctly. Insufficient information and data in some regions may prevent the Issuer to evaluate the potential of certain fields correctly and the Issuer may consequently lose business or invest in unprofitable fields.

Economic and political developments in Tunisia may negatively affect the development of Zenith’s business.

Like other countries in Africa, Tunisia could be affected by political unrest both within its borders and especially in surrounding countries and any resulting military action may have an effect on the world economy and political stability of other countries. Political unrest in Tunisia would expose the Issuer to political risks, including expropriation and nationalisation of property, civil strife and acts of war or terrorism, which could, in turn, have a significant adverse effect on the country’s economy.

Tunisia is located in a region that has been subject to on-going political instability and security concerns, especially in recent years. Political instability in the Middle East and Northern Africa region has generally increased since the terrorist attacks of 11 September 2001, the U.S.-led intervention in Iraq, the ongoing conflict in Syria, the threat of Daesh and the instability and conflict in Libya, which is a neighbour of Tunisia.

In the southern restricted zones of the border areas with Algeria and Libya violent actions by terrorist organisations and kidnappings are taking place on a regular basis. Also, in the west of the country, increased military and police forces are in armed conflict with terrorist groups.

Political unrest in Tunisia would expose the Issuer to political risks, including expropriation and nationalisation of property, civil strife and acts of war or terrorism, which could, in turn, have a significant adverse effect on the countries’ economy.

Political unrest may lead to danger of attacks on employees and/or facilities, social unrest, including strikes and political protests and demonstrations. Next to the overall security concern regarding the safety of

employees and/or facilities, there is a risk that political unrest may lead to interruptions in the production of oil. Any interruption to the Issuer's drilling operations affects the production and therefore the revenue of the Issuer significantly.

4. HEALTH AND SAFETY, ENVIRONMENTAL AND GOVERNANCE RISKS

Zenith is subject to operational risks relating to the oil and gas exploration, development and production. Some of these risks may be uninsured or uninsurable.

Oil and natural gas exploration, development and production operations are subject to all the risks and hazards typically associated with such operations, including hazards such as fire, explosion, blowouts, cratering, sour gas releases and spills, each of which could result in substantial damage to oil and natural gas wells, production facilities, other property as well as the environment or personal injury. In particular, Zenith may produce sour natural gas in certain areas. An unintentional leak of sour natural gas could result in personal injury, loss of life or damage to property and may necessitate an evacuation of populated areas, all of which could result in liability to the Group. Oil and natural gas production operations are also subject to all the risks typically associated with such operations, including encountering unexpected formations or pressures, premature decline of reservoirs and the invasion of water into producing formations.

In accordance with industry practice, Zenith is not fully insured against all of these risks, nor are all such risks insurable. Although Zenith maintains liability insurance in an amount that it considers consistent with industry practice, the nature of these risks is such that liabilities could exceed policy limits, in which event Zenith could incur significant costs. In such circumstances, Zenith's insurance may not cover or be adequate to cover the consequences of such events, or insurance coverage may not be available. Moreover, Zenith may not be able to maintain adequate insurance in the future at rates that it considers reasonable. In the past, the Issuer had been affected by such operational risk.

Zenith is subject to stringent environmental and health and safety regulations which result in costs relating to compliance and remediation that may adversely affect its results of operations and financial condition.

Zenith is subject to significant environmental regulations in respect of its operational activities in all jurisdictions and seeks to conduct its operations in an environmentally responsible manner and to maintain the productivity goals achieved. All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of federal, provincial and local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with oil and natural gas operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach of applicable environmental legislation may result in the imposition of fines and penalties, some of which may be material. Should Zenith be unable to fully fund the cost of remedying an environmental problem, Zenith might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of oil, natural gas or other pollutants into the air, soil or water may give rise to liabilities to governments and third parties and may require Zenith to incur costs to remedy such discharge.

Italy, Tunisia and the United States are signatory to the United Nations Framework Convention on Climate Change and have ratified the Paris Climate Change Agreement and are thus required to establish legally binding targets to reduce nation-wide emissions of carbon dioxide, methane, nitrous oxide and other "greenhouse gases". There is the risk that Zenith may be subject to legislation in Italy and Tunisia regulating emissions of greenhouse gases. The direct and indirect costs of complying with these emissions regulations may adversely affect the business of Zenith.

This is most likely to impact on Zenith's operations in Italy where it is engaged in domestic energy production as the political environment to reduce carbon emissions is greatest in Western Europe.

Aging infrastructure in Zenith's operations, improper waste management and operational incidents may lead to spills, leakages and other contamination. Such incidents may cause substantial environmental clean-up, decommissioning and restoration costs and damage not only the environment but also affect communities and Zenith's reputation.

Zenith's facilities require regular monitoring, maintenance and renewal. Aging facilities or equipment may not always be replaced and upgraded in due time. In the past, the Issuer had problems regarding the poor condition of the Issuer's wells in Azerbaijan. Also, the wells of the Robbana concession in Tunisia required different workovers in 2022. These difficulties could, among other things, result in spills and leakages. Spills, leakages and other contamination resulting from aging infrastructure and other contamination, e.g. as a result of improper waste management, may result in substantial environmental decommissioning and restoration costs and could cause damages to communities and Zenith's reputation. In addition, spills, leakages and contamination can result from operational incidents, and may be particularly severe in the case of offshore drilling. Any operational incident resulting in environmental contamination could result in substantial financial and reputational damages, considering the limitations of insurances. In addition, international regulations and insurance requirements may increase as a result of an accident and drilling and production operations could become more difficult and expensive in the future, due to increased safety standards or insurance requirements.

5. RISK FACTORS REGARDING THE NOTES

Noteholders are exposed to the risk of partial or total failure of the Issuer to make interest and/or redemption payments under the Notes, including a total loss of the invested capital (credit risk).

Investors are subject to the risk of a partial or total failure of the Issuer to make interest and/or redemption payments that the Issuer is obliged to make under the Notes. The worse the creditworthiness of the Issuer the higher is the risk of loss. A materialization of the credit risk may result in partial or total failure of the Issuer to make interest and/or redemption payments under the Notes.

The Notes are structurally subordinated to creditors of the Issuer's subsidiaries.

The Notes will not be guaranteed by any of the subsidiaries of the Issuer. Generally, claims of creditors of a subsidiary, including trade creditors, secured creditors, and creditors holding indebtedness and guarantees issued by the subsidiary, will have priority with respect to the assets and earnings of the subsidiary over the claims of creditors of its parent company. In the event of a liquidation, winding-up or dissolution or a bankruptcy, administration, reorganization, insolvency, receivership or similar proceeding of any subsidiary of the Issuer, such subsidiary will pay the holders of its own debt (including holders of third-party debt which such subsidiaries have guaranteed) before they would be able to distribute any of their assets to the Issuer. As a result, the Issuer may not have sufficient assets to make payments on the Notes.

Noteholders are exposed to risks related to the lack of limitation on issuing further debt instruments, incurring additional liabilities or granting guarantees or sureties.

The Issuer has not entered into any restrictive covenants in connection with the issuance of the Notes regarding its ability to issue further debt instruments besides the total amount under the Programme or incurring additional liabilities ranking pari passu or senior to its obligations under or in connection with the Notes. Any issue of such instruments and/or any incurring such liabilities may reduce the amount recoverable by Noteholders upon the Issuer's insolvency.

Noteholders are exposed to market price risk in any sale of Notes (market price risk).

The development of market prices of the Notes depends on various factors, such as changes of the levels of the current market interest rate on the capital market for issues of the same maturity (market interest rate), the policies of central banks, overall economic developments, inflation rates or the lack of or excess demand for the Note. Noteholders are therefore exposed to the risk of an unfavorable development of market prices of their Notes which materializes if the Noteholders sell the Notes prior to the final maturity. If a Noteholder decides to hold the Notes until final maturity, the Notes will be redeemed at their principal amount.

Holders of notes with a fixed interest rate, such as the Notes, are particularly exposed to the risk that the market price of such notes falls as a result of increasing market interest rate levels. Though the nominal interest rate of the Notes will be fixed, the current interest rate on the capital market (market interest rate) typically changes on a daily basis. As the market interest rate changes, the market price of the Notes would typically change in the opposite direction. If the market interest rate increases, the market price of the Notes would typically fall and if the market interest rate falls, the market price of the Notes would typically increase. Hence, holders of fixed rate notes, such as the Notes, should be aware that movements of the market interest rate can adversely affect the market price of the Notes and can lead to losses if Noteholders sell their Notes.

Noteholders may be exposed to the risk that due to future money depreciation (inflation), the real yield of an investment may be reduced.

The value of assets such as the Notes or income payable under such Notes will decrease as inflation reduces the purchasing power of a currency. Inflation causes the rate of return to decrease in value. If the inflation rate exceeds the interest paid on any Notes, the real yield on such Notes will become negative.

Credit ratings in relation to Issuer may not adequately reflect all risks of the investment in the Notes, credit rating agencies could assign unsolicited credit ratings, and credit ratings may be suspended, downgraded or withdrawn, all of which could have an adverse effect on the market price of the Notes.

Market participants may utilize credit ratings issued by credit rating agencies in relation to the Notes or the Issuer to assess the credit quality of the Notes or the creditworthiness of the Issuer. Such credit ratings may however not accurately reflect the actual financial position of the Issuer. Should such inaccuracy be discovered, the market price of the Notes may change to a level adequate for the actual credit quality or financial position respectively. Moreover, no assurance can be given that a credit rating will remain constant for any given period of time or that a credit rating will not be suspended, downgraded or withdrawn by a credit rating agency if, in its judgment, circumstances so warrant. Rating agencies may also change their methodologies for rating securities in the future. Any suspension, reduction or withdrawal of the credit rating assigned to the relevant Notes by one or more of the credit rating agencies could adversely affect the value and trading of such Notes.

Noteholders for whom the specified currency according to the Final Terms represents a foreign currency are exposed to the risk that due to changes in exchange rates, the yield of an investment may be reduced and that exchange control measures may affect the payment of principal and/or interest.

The currency of the Notes is determined in the Final Terms. If such currency represents a foreign currency to a Noteholder, such Noteholder is particularly exposed to the risk of changes in currency exchange rates which may affect the yield of such Notes in the currency of the Noteholder. Changes in currency exchange rates result from various factors such as macro-economic factors, speculative transactions and interventions by central banks and governments. In addition, government and monetary authorities may impose (as some have done in the past) exchange control measures that could adversely affect an applicable currency exchange rate and/or cross-border payment flows. As a result, investors may receive less interest or principal than expected, or no interest or principal at all.

There may be no active trading market for the Notes.

The Programme provides that Notes may be listed (i) on the MTF of the Vienna Stock Exchange (ii) or on other respectively further MTFs of other stock exchanges or (iii) may not be listed at all, as specified in the relevant Final Terms. Notes issued under the Programme will be new securities which may not be widely distributed and for which there is currently no active trading market (unless in the case of any particular tranche, such tranche is to be consolidated with and form a single series with a Tranche of Notes which is already issued and for which there is such a market).

Regardless of whether the Notes are listed or not, there can be no assurance that a liquid secondary market for the Notes will develop or, if it does develop, that it will continue. The fact that the Notes may be listed does not necessarily lead to greater liquidity than if they were not listed. If the Notes are not listed on any exchange, pricing information for such Notes may, however, be more difficult to obtain which may affect the liquidity of the Notes adversely.

If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer.

In an illiquid market, an investor might not be able to sell his Notes at any time at fair market prices. The possibility to sell the Notes might additionally be restricted due to currency restrictions. As there is no assurance as to the development or liquidity of any trading market for any particular tranche of Notes, any prospective purchaser should be prepared to hold the Notes until the maturity or final redemption of such Notes.

The Notes may be redeemed prior to their maturity.

The applicable Final Terms will indicate whether the Issuer may have the right to call the Notes prior to the maturity dates at the option of the Issuer (optional call right). If the Issuer redeems any Note prior to its maturity, a Noteholder of such Note is exposed to the risk that due to early redemption his investment may have a lower yield than expected. Noteholders may be subject to the risk that interest earned from an investment in the Notes may not in the event of early redemption of any Notes be able to be reinvested in such a way that they earn the same rate of return as the redeemed Notes. The Issuer might exercise his optional call right if the yield on comparable Notes in the capital market falls which means that the investor may only be able to reinvest the redemption proceeds in Notes with a lower yield.

Notes subject to optional redemption by the Issuer may limit their market value.

An optional redemption feature of Notes is likely to limit their market value. During any period during which the Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period. The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risks in light of other investments available at that time.

There is a risk that Noteholders may not be able to reinvest proceeds from the Notes at equal conditions (reinvestment risk)

In case of sales before maturity, in the event of an early redemption or redemption at maturity of the Notes, there is no assurance that investors are able to reinvest the proceeds in comparable notes with an at least equal yield. The same applies to interest payments. If Noteholders want to invest such proceeds in comparable transactions, Noteholders will only be able to reinvest such proceeds in comparable transactions at the then prevailing lower market yields (or market spreads respectively).

Transaction and custody costs may reduce the earnings from the Notes.

The yield on the Notes may be reduced by transaction costs. When Notes are purchased or sold by or held in custody for Noteholders, several types of incidental costs (including transaction, brokerage and/or custody fees) are incurred in addition to the market price for the Notes. These incidental costs may significantly reduce or even exclude the profit potential of the Notes. For instance, credit institutions as a rule charge their clients for own fees which are either fixed minimum fees or pro-rata fees depending on the order value. To the extent that additional – domestic or foreign – parties are involved in the execution of an order, including but not limited to domestic dealers or brokers in foreign markets, Noteholders must take into account that they may also be charged for brokerage fees and other fees and expenses of such parties (third-party costs). In addition to such costs directly related to the purchase of Notes (direct costs), Noteholders must also take into account any follow-up costs (such as custody fees). Investors should inform themselves about any additional costs incurred in connection with the purchase, custody or sale of the Notes before investing in the Notes. Noteholders must further take into account that upon sales or purchases of Notes prior to an interest payment date (depending on their type and features), the consideration received or paid may or may not include a compensation for accrued interest.

Taxation risks.

Potential investors and sellers of the Notes should be aware that they may be required to pay taxes or other documentary charges or duties in accordance with the laws and practices of the country where the Notes are transferred or in other jurisdictions.

Potential investors of Notes should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing Notes and receiving payments of interest, principal and/or other amounts or delivery of securities under the Notes and the consequences of such actions under the tax laws of those countries.

There is a risk that trading in the Notes will be suspended, interrupted or terminated, which may have an adverse effect on the price of such Notes.

If the Notes are listed on one (or more) MTFs, the listing of such Notes may – depending on the rules applicable to such stock exchanges – be suspended or interrupted by the respective stock exchange or a competent regulatory authority upon the occurrence of a number of reasons, including violation of price limits, breach of statutory provisions, occurrence of operational problems of the stock exchange or generally if deemed required in order to secure a functioning market or to safeguard the interests of Noteholders.

Furthermore, trading in the Notes may be terminated, either upon decision of the stock exchange, a regulatory authority or upon application by the Issuer. Noteholders should note that the Issuer has no influence on trading suspension or interruptions (other than where trading in the Notes is terminated upon the Issuer's decision) and that Noteholders in any event must bear the risks connected therewith. In particular, Noteholders may not be able to sell their Notes where trading is suspended, interrupted or terminated, and the stock exchange quotations of such Notes may not adequately reflect the market value of such Notes. Furthermore, even if trading in Notes is suspended, interrupted or terminated, Noteholders should note that such measures may neither be sufficient nor adequate nor in time to prevent price disruptions or to safeguard the Noteholders' interests; for example, where trading in Notes is suspended after price-sensitive information relating to such Notes has been published, the price of such Notes may already have been adversely affected.

The Notes will be governed by the laws of the Federal Republic of Germany. Rights resulting from notes governed by the laws of the Federal Republic of Germany may differ from rights resulting from notes governed by the laws of other jurisdictions.

The Notes, as to form and content, and the rights and obligations of the holders and the Issuer will be governed by the laws of the Federal Republic of Germany. Therefore, there is a risk that potential investors are not familiar with the provisions of German law, which might be significantly different from the legal provisions of other jurisdictions. Hence, it is strongly recommended that potential investors obtain legal advice regarding the consequences of an investment in notes issued under this Programme governed by German law.

The Terms and Conditions may be amended by resolution of the Noteholders in which a Noteholder may be subject to the risk of being outvoted by a majority resolution of the Noteholders.

Because the Terms and Conditions provide for meetings of Noteholders or the taking of votes without a meeting, the Terms and Conditions may be amended by majority resolution of the Noteholders and a Noteholder is subject to the risk of being outvoted by a majority resolution of the Noteholders. The rules pertaining to resolutions of Noteholders are set out in the German Act on Issues of Debt Securities (*Gesetz über Schuldverschreibungen aus Gesamtemissionen* – "**SchVG**") and are largely mandatory. Pursuant to the SchVG the relevant majority for Noteholders' resolutions is generally based on votes cast, rather than on the aggregate principal amount of the Notes outstanding. Therefore, any such resolution may effectively be passed with the consent of less than a majority of the aggregate principal amount of the Notes outstanding. As such, a majority resolution is binding on all Noteholders and certain rights of a Noteholder against the Issuer under the Terms and Conditions may be amended or reduced or even cancelled, which could have significant negative effects on the market price of the Notes and the return from the Notes. Because the Terms and Conditions provide that Noteholders are entitled to appoint a joint representative by a majority resolution of the Noteholders, it is possible that a Noteholder may be deprived of its individual right to pursue and enforce its rights under the Terms and Conditions against the Issuer, such right passing to the joint representative, who is then exclusively responsible to claim and enforce the rights of all the Noteholders. Furthermore, despite the Terms and Conditions being governed by German law, it cannot be ruled out that investors seek remedies under the Austrian Notes Trustee Act (*Kuratorenengesetz*) RGBI 1874/49, as amended and as supplemented by the Austrian Notes Trustee Supplementation Act (*Kuratorenenergänzungsgesetz*) RGBI 111/1877, leading to the appointment of a noteholder trustee (*Kurator*) by an Austrian court, if such court accepts jurisdiction, to represent the joint interests of the Noteholders. If appointed, such trustee will exercise the rights and represent the interests of the Noteholders and is entitled to make statements on their behalf which shall be binding on all Noteholders. This may conflict with decisions passed by a Noteholder majority under the SchVG as described above or otherwise adversely affect the interests of individual or all Noteholders.

V. INFORMATION INCORPORATED BY REFERENCE

The following documents shall be incorporated into this Prospectus:

1. the audited financial statements (including the auditors' report thereon and notes thereto) of the Issuer in respect of the financial year ending 31 March 2024, which can be viewed online at <https://wp-zenith-2020.s3.eu-west-2.amazonaws.com/media/2024/08/Zenith-Financial-Statements-FY-31.03.2024-FINAL-signed.pdf>, also available on the website of the London Stock Exchange: <https://www.londonstockexchange.com/news-article/ZEN/publication-of-2024-fy-annual-audited-report/16596492>;
2. the audited financial statements (including the auditors' report thereon and notes thereto) of the Issuer in respect of the financial year ending 31 March 2023, which can be viewed online at <https://wp-zenith-2020.s3.eu-west-2.amazonaws.com/media/2024/04/Zenith-Financial-Statements-FY-31.03.2023-AMENDED-FINAL-signed.pdf>; also available on the website of the London Stock Exchange: <https://www.londonstockexchange.com/news-article/ZEN/publication-of-2023-fy-annual-audited-report/16063248>; and
3. the unaudited interim financial statements of the Issuer in respect of the six months ended 30 September 2024, which can be viewed online at http://www.rns-pdf.londonstockexchange.com/rns/6671Q_1-2024-12-18.pdf; also available on the website of the London Stock Exchange: <https://www.londonstockexchange.com/news-article/ZEN/half-year-report/16819012>.

The pages set out in the below table of the following documents are incorporated by reference into this Prospectus (the page numbers below are references to the PDF-pages of the respective document):

1. *Zenith Energy Annual Report & Financial Statements 31 March 2024*

Information	Page
Auditor's Report	30-34
Consolidated Statement of Comprehensive Income	35
Consolidated Statement of Financial Position	36
Consolidated Statement of Changes in Equity	37
Consolidated Statement of Cash Flows	38
Notes to the Consolidated Financial Statements	39-78

2. *Zenith Energy Annual Report & Financial Statements 31 March 2023*

Information	Page
Auditor's Report	26-30
Consolidated Statement of Comprehensive Income	31
Consolidated Statement of Financial Position	32
Consolidated Statement of Changes in Equity	33
Consolidated Statement of Cash Flows	34
Notes to the Consolidated Financial Statements	35-85

3. *Zenith Energy Unaudited Interim Financial Statements 30 September 2024*

Information	Page
Consolidated Statement of Comprehensive Income	8
Consolidated Statement of Financial Position	9
Consolidated Statement of Changes in Equity	10
Consolidated Statement of Cash Flows	11
Notes to the Consolidated Financial Statements	12-46

The information contained in the source documents that is not included in the pages as outlined above is considered as additional information and is not required by the relevant schedules of the Commission Delegated Regulation. This Prospectus and the documents incorporate by reference will be available on the website of the Issuer (<https://www.zenithenergy.ca/investors/bonds-credit-ratings/>) for 10 years from the date of the approval of this Prospectus.

All other websites referred to in this Prospectus are for information purposes only and do not form part of this Prospectus.

VI. REGISTRATION DOCUMENT FOR RETAIL NON-EQUITY SECURITIES

1. PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL

1.1. Identify all persons responsible for the information or any parts of it, given in the registration document with, in the latter case, an indication of such parts. In the case of natural persons, including members of the issuer's administrative, management or supervisory bodies, indicate the name and function of the person; in the case of legal persons indicate the name and registered office.

ZENITH ENERGY LTD, with its registered office at Suite 2400, 745 Thurlow Street, Vancouver BC V6E 0C5, Canada, is solely responsible for the information given in this Prospectus.

1.2. A declaration by those responsible for the registration document that to the best of their knowledge, the information contained in the registration document is in accordance with the facts and that the registration document makes no omission likely to affect its import.

Where applicable, a declaration by those responsible for certain parts of the registration document that, to the best of their knowledge, the information contained in those parts of the registration document for which they are responsible is in accordance with the facts and that those parts of the registration document make no omission likely to affect their import.

Reference is made to the information provided in section "II. IMPORTANT NOTICE – *Responsibility for this Prospectus*" on page 1.

1.3. Where a statement or report attributed to a person as an expert is included in the registration document, provide the following in relation to that person: (a) name; (b) business address; (c) qualifications; (d) material interest if any in the issuer.

If the statement or report has been produced at the Issuer's request, state that such statement or report has been included in the registration document with the consent of the person who has authorized the contents of that part of the registration document for the purpose of the Prospectus.

The report regarding the oil and natural gas reserves and the value of future net revenue of the Issuer in Italy and Tunisia as evaluated by Chapman Hydrogen and Petroleum Engineering Ltd. ("**Chapman**") as of 31 March 2024, and dated 14 June 2024 (the "**Chapman Report 2024**") was concluded by Chapman, an independent qualified reserves evaluator and auditor with its offices in 1122 4th Street S.W., Suite 700, Calgary Alberta T2R 1M1, Canada.

Chapman has no material interest in the Issuer. The Chapman Report 2024 is included to this Prospectus respectively as Annex 1, with the consent of Chapman who has authorised the contents for the purpose of the Prospectus.

The Issuer confirms that no material changes have occurred since the date of the Chapman Report 2024.

Nature of the Chapman Report 2024, its purpose and methodology

The Chapman Report 2024 has been incorporated into this Prospectus pursuant to the obligation set out in Article 39 and Annex 29 of the Delegated Regulation in conjunction with Section 132 of the ESMA update of the CESR recommendations of 20 March 2013 by the European Securities and Markets Authority

(the "ESMA Guideline") as the Issuer qualifies as a specialist issuer. Accordingly, the Chapman Report 2024 aims to provide an overview and analysis according to the factors specified in Section 132 of the ESMA Guideline.

Therefore, the Chapman Report 2024 has to be qualified as a third party independent appraisal of the oil and gas reserves and resources other than reserves owned by the Group for the Issuer's financial planning. The valuation in the Chapman Report 2024 does not cover the value of the Group's undeveloped land holdings nor the tangible value of its interest in associated plant and well site facilities it may acquire.

The scope and methodology of the Chapman Report 2024 are based on the evaluation of reserves and resources for these properties, utilizing a discounted cash flow analysis of estimated future net revenue. This approach is the primary tool for estimating the value of oil and gas properties and supporting capital investment decisions. The evaluation and report preparation of the Chapman Report 2024 have been carried out in accordance with standards set out in the Association of Professional Engineers and Geoscientists of Alberta professional practice standard "The Canadian Oil and Gas Evaluation Handbook", 3rd Edition December 2018, prepared by the Calgary Chapter of the Society of Petroleum Evaluation Engineers and the requirements according to the ESMA Guidelines.

The Chapman Report 2024 represents only an estimate and should not be construed as exact. Consequently, numerous uncertainties are inherent in estimating quantities of proved reserves, future probable rates of production and the timing of development expenditures. Accordingly, the information published in the Chapman Report 2024 indicates the assumption and the results based on them from the 31 March 2024. It is not uncommon for estimates that were deemed valid at the time of their initial calculation to undergo significant alterations when new information or techniques become available. It is inherent to the nature of reserve and resource estimates that they are imprecise and dependent on a degree of interpretation, which may prove inaccurate when additional information is obtained through actual sampling and drilling in the future.

1.4. Where information has been sourced from a third party, provide a confirmation that this information has been accurately reproduced and that as far as the issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. In addition, identify the source(s) of the information.

This Prospectus contains selected data on the oil and gas markets which has been derived from publicly available sources, including the official website of the Organization of the Petroleum Exporting Countries², U.S. Energy Information Administration³, the database of CEI Data⁴, the Statistical Review of World Energy 2022⁵, the ENI-World Energy Review 2022⁶, the IEA – World Energy Outlook 2022⁷, the IEA Oil 2021 – Analysis and forecast to 2026⁸, the IEA Oil Market Report – November 2021⁹, the IEA Oil Market Report –

2 Available at: https://www.opec.org/opec_web/en.

3 Available at: <https://www.eia.gov/international/analysis/country/COG> for the Republic of the Congo and <https://www.eia.gov/international/analysis/country/TUN> for Tunisia.

4 Available at: <https://www.ceidata.com/en/indicator/congo/crude-oil-exports>.

5 Available at: <https://www.bp.com/content/dam/bp/business-sites/en/global/corporate/pdfs/energy-economics/statistical-review/bp-stats-review-2022-full-report.pdf>.

6 Available at: <https://www.eni.com/assets/documents/eng/topic/global-energy-scenarios/world-energy-review-2022.pdf>.

7 Available at: <https://iea.blob.core.windows.net/assets/830fe099-5530-48f2-a7c1-11f35d510983/WorldEnergyOutlook2022.pdf>.

8 Available at: https://iea.blob.core.windows.net/assets/1fa45234-bac5-4d89-a532-768960f99d07/Oil_2021-PDF.pdf.

9 Available at: <https://www.iea.org/reports/oil-market-report-november-2021>.

February 2022¹⁰, the IEA Oil Market Report – December 2022¹¹, the IEA Oil Market Report – August 2024¹², DHS Study¹³, WTI Crude Oil Prices – 10 Year Daily Chart¹⁴, the U.S. Energy Information Administration – March 2024¹⁵, EIA - U.S. Crude Oil and Natural Gas Proved Reserves, Year-end 2022¹⁶ and the BP Energy Outlook – July 2024¹⁷ which do not form part of this Prospectus. Such information, data and statistics have been accurately reproduced and, as far as the Issuer is aware and is able to ascertain from information published by the third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Such information, data and statistics may be based on a number of assumptions and estimates and may be subject to rounding.

1.5. Approval of this Prospectus

This Prospectus has been approved by the FMA in its capacity as Competent Authority under the KMG 2019 and under the Prospectus Regulation.

The FMA gives no undertaking as to the economic or financial opportuneness of any transaction under this Prospectus or to the quality and solvency of the Issuer but only approves this Prospectus as meeting the standard of completeness, comprehensibility and consistence imposed by the Prospectus Regulation.

The approval by the FMA should not be considered as an endorsement of the Issuer that is the subject of this Prospectus.

2. STATUTORY AUDITORS

2.1. Names and addresses of the Issuer's auditors for the period covered by the historical financial information (together with their membership in a professional body).

The Financial Statements 2023 and 2024 have been audited by RPG Crouch Chapman LLP, 40 Gracechurch Street, London, EC3V 0BT, United Kingdom, as set forth in their report included therein. RPG Crouch Chapman LLP with registration number C003381018 in England & Wales is a registered auditor and is regulated in the conduct of its services by the Institute of Chartered Accountants in England & Wales (ICAEW).

RPG Crouch Chapman LLP was appointed as the Issuer's statutory auditor on 17 February 2023 for the first time.

For the Financial Statements 2023 and 2024 RPG Crouch Chapman LLP has confirmed that the group's financial statements give a true and fair view of the state of the group's affairs at the balance sheet date and of its loss or profit for the year then ended. RPG Crouch Chapman LLP also confirmed that the Financial Statements 2023 and 2024 have been properly prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the International Accounting Standards Board ("IASB").

10 Available at: <https://www.iea.org/reports/oil-market-report-february-2022>.

11 Available at: <https://www.iea.org/reports/oil-market-report-december-2022>.

12 Available at: https://www.eia.gov/outlooks/steo/pdf/steo_full.pdf.

13 Available at: <https://www.energy.gov/oe/articles/2015-energy-sector-specific-plan>.

14 Available at: <https://www.macrotrends.net/2516/wti-crude-oil-prices-10-year-daily-chart>.

15 Available at: <https://www.eia.gov/todayinenergy/detail.php?id=61545>.

16 Available at: <https://www.eia.gov/naturalgas/crudeoilreserves/>.

17 Available at: <https://www.bp.com/content/dam/bp/business-sites/en/global/corporate/pdfs/energy-economics/energy-outlook/bp-energy-outlook-2024.pdf>.

The Interim Financial Statements 2024 for the six months period ending on 30 September 2024 have not been audited.

2.2. If auditors have resigned, been removed or have not been re-appointed during the period covered by the historical financial information, indicate details if material.

Not applicable.

3. RISK FACTORS

For a detailed list of risk factors concerning the Issuer see section "IV. RISK FACTORS – 1. Risks related to Zenith's Financial Situation – 2. Risk related to Zenith's Business Activities and Industry – 3. Country-specific Risks – 4. Health and Safety, Environmental and Governance Risks" on pages 16-28.

4. INFORMATION ABOUT THE ISSUER

4.1. History and development of the Issuer

Overview

The Issuer is a corporation domiciled in British Columbia, Canada, and was incorporated and registered as Canoel International Energy Ltd. under the Business Corporations Act (British Columbia) on 20 September 2007 and changed its name to "Zenith Energy Ltd." on 2 October 2014.

The Issuer is the holding company of the Group which engages in the oil production as well as natural gas and electricity production. The Group's operations are carried out through operating subsidiaries. As of the date of this Prospectus, the Group is operating in Italy, in Tunisia.

The main subsidiaries of the Group are:

Canoel Italia S.p.A.

On 11 November 2010, Zenith established Canoel Italia S.p.A. ("**Canoel Italia S.p.A.**") an Italian subsidiary of the Issuer, in order to enable the Issuer to have an Italian operating entity and thereby have the possibility to be awarded oil and gas production and exploration assets posted for auction by the Italian Ministry for Economic Development. The Issuer owns 98.64 per cent of Canoel Italia S.p.A.. Canoel Italia S.p.A. is specialised in the gas, electricity and condensate production in Italy.

Zenith Overseas Assets Holdings Ltd.

On 22 November 2021 Zenith Overseas Assets Holding Ltd. ("**Zenith Overseas**") acquired a 100 percent interest in the share capital of Canadian North Africa Oil & Gas Ltd ("**CNAOG**") from China National Petroleum Corporation ("**CNPCI**").

As a result of the agreement, Zenith Overseas through CNAOG holds an undivided 22.5 per cent interest in the Sidi El Kilani Concession in Tunisia covering the Sidi El Kilani oilfield and an area of approx. 204 square kilometres, located onshore in the Pelagian Basin in Eastern Tunisia. The Sidi El Kilani Concession is operated by Compagnie Tuniso – Koweito Chinoise de Petrole is located in Tunisia and is operating the Sidi El Kilani concession ("**CTKCP**").

The licence for the Sidi El Kilani Concession expired in December 2022, however, the renewal process has already been initiated. At the date of this Prospectus the approval is pending.

Zenith Energy Africa Limited

On 15 March 2021, Zenith Energy Africa Limited ("**Zenith Africa**"), which was incorporated in March 2021 as a fully owned subsidiary by the Issuer, has entered into a share purchase agreement with Candax Energy Limited ("**Candax**"). This share purchase of a 100 per cent interest in Candax's subsidiary Ecumed Petroleum Zarzis Ltd ("**EPZ**") was completed on 12 May 2021. EPZ holds a 45 per cent interest in the Ezzaouia Concession in Tunisia. As a result, the Issuer now holds a total of 45 per cent working interest in the Ezzaouia concession.

Compagnie Du Desert Ltd.

On 15 March 2021, Compagnie Du Desert Ltd. ("**CDD**"), which was incorporated in April 2021 as a fully owned subsidiary by the Issuer, has entered into a share purchase agreement with Candax for the acquisition of 100 per cent of the shares of Candax's subsidiary Ecumed Petroleum Tunisia Ltd ("**EPT**"). The acquisition was completed on 24 March 2021. EPT holds a 100 per cent interest in the El Bibane and Robbana concessions in Tunisia. As a result, the Issuer now holds a 100 per cent working interest in the El Bibane and Robbana concessions.

Leopard Energy, Inc.

On 29 August 2023, the Issuer announced that it had acquired control of Cyber Apps World Inc. ("**CYAP**") by way of a Securities Purchase Agreement signed with Janbella Group LLC for a purchase price of USD 398,319.97 in cash.

CYAP was renamed Leopard Energy Inc. ("**Leopard Energy, Inc.**") to reflect the new strategic direction of the company, specifically the acquisition of energy production and development opportunities in the United States of America.

On 16 January 2024, CYAP announced that its subsidiary, CYAP Oil, LLC, had successfully bid at auction for a 5% royalty interest in a package of seven (7) producing wells located in the Eagle Ford Shale, Lavaca County, Texas.

This represents CYAP's first transaction in the US energy production and development sector and is, in line with Zenith's strategy for CYAP, a shift away from software development towards identifying and acquiring opportunities in the US energy and production development sector.

History

Initially, in 2010 the Issuer acquired two oilfields in Argentina. As of June 2011, the Issuer started its operations in Italy by establishing its Italian subsidiary Canoe Italia S.p.A. By August 2013, Zenith's Italian subsidiary started the production of natural gas and natural gas condensate. In October 2015, Zenith purchased a "gas to power" plant, to start producing electricity from its Torrente Cigno concession, in Italy, and announced the beginning of electricity production activities at Torrente Cigno concession following the acquisition of gas- powered electricity generation infrastructure.

The Issuer's common share capital was admitted to trading on the Main Market of the London Stock Exchange on 11 January 2017.

In February 2017, Zenith performed divestment of its operations in Argentina. This was a strategic move with the primary intention of directing management focus towards the transformational opportunities in Azerbaijan and the consolidation of energy production interests in Italy. In addition, due to a series of circumstances beyond the Issuer's control, caused by the collapse of a major storage tank owned by Argentina's national oil company, Zenith's Argentinian operations were suspended. Until the date of disinvestment, the issues affecting the transportation of oil have not been fully resolved and a persisting uncertainty on the recommencement of operations led the Issuer to reconsider the operational involvement

in Argentina. The sale of the Group's Argentinian subsidiary was fixed at a nominal sum in recognition of the costs the new owner was expected to incur to return the affected field to production. In addition, the Group was no longer liable for any environmental responsibilities or future well abandonment obligations in regard of the Argentinian wells or fields.

By March 2018, the gross oil production revenues of the Issuer's subsidiary in Azerbaijan peaked since the beginning of operations in the country, with a daily production of 260 barrels of oil a day and due to the higher oil selling price obtained from the market. The Group had been unsuccessful in achieving material increases in its daily production of oil. The primary reasons for not increasing the daily production of oil included the poor condition of many of the Issuer's existing wells, the challenging geology of the Issuer's field, as well as the unreliability of well data and historical records from the Soviet-era which have rendered workovers in some of the Issuer's wells extremely challenging.

On 8 November 2018, the Issuer's common share capital was admitted to trading on the Euronext Growth Market (at that time called the Merkur Market) of the Oslo Børs. The Euronext Growth Market is a multilateral trading facility owned and operated by the Oslo Børs.

On 2 March 2020, the Issuer announced that, in view of Zenith's strategic focus on pursuing large-scale oil production and development opportunities in Africa, it will hand over the Contract Rehabilitation Area to SOCAR. Zenith continued to operate the Contract Rehabilitation Area until the handover of the Contract Rehabilitation Area which was completed during the month of June 2020.

In Spring 2020, the Issuer entered the markets of the Republic of the Congo and Tunisia and terminated its activities in Azerbaijan.

With effect as of 29 May 2020, the Common Shares of the Issuer were delisted from the TSX-V (Toronto Stock Exchange-Venture) at the Issuer's request. At the date of this Prospectus, the shares of the Issuer are listed on the Main Market of the London Stock Exchange and the Euronext Growth Market of the Oslo Børs.

During Spring 2021 the Issuer expanded its activities in Tunisia by acquiring a 100 per cent working interest in the Robbana and the El Bibane concessions as well as a 45 per cent working interest in the Ezzaouia concession.

On 22 November 2021, the Group acquired a 22.5 per cent working interest in Sidi El Kilani oilfield ("**SLK**"). During the Financial Year 2024, the Group terminated its operations in the Republic of the Congo and entered the United States market.

Arbitration against the Republic of Tunisia and/or ETAP

During the financial year ended 31 March 2024, the Issuer has initiated three separate arbitrations against *Entreprise Tunisienne d'Activités Pétrolières* (the national oil company of Tunisia) ("**ETAP**"), and against the Republic of Tunisia for a total cumulative amount of claims, which after the completion of the studies made by the two quantum experts involved (which after months of work have concurred on the same amount) have reached the global amount for the three arbitrations of USD 639.5 million.

The first Arbitration ("**ICC Arbitration 1**") is against ETAP and has been initiated in the International Chamber of Commerce - ICC ("**ICC**"); the second arbitration ("**CNAOG ICC Arbitration**") was initiated also in the ICC, against the Republic of Tunisia.

The third arbitration ("**ICSID Arbitration**") was initiated against the Republic of Tunisia in the Institute for the International Centre for Settlement of Investment Disputes ("**ICSID**") and it is focused on the breaches of the Treaties applicable to the investment made by the investor, the Zenith group, in Tunisia.

Please refer to section VI. REGISTRATION DOCUMENT FOR RETAIL NON-EQUITY SECURITIES – 4.1.5. *Details of any recent events particular to the Issuer and which are to a material extent relevant to an evaluation of the Issuer's solvency*" on pages 42-45 of this Prospectus, for full details.

4.1.1. The legal and commercial name of the Issuer

The Issuer's legal and commercial name is ZENITH ENERGY LTD. Commercially the Issuer also acts under the name Zenith.

4.1.2. The place of registration of the Issuer, its registration number and legal entity identifier ("LEI")

The Issuer is registered in the British Columbia Corporate Registry and its registered corporation number is BC0803216.

Registered Office

Suite 2400, 745 Thurlow Street
Vancouver, V6E 0C5, Canada

Head Office

Suite 4000, 421 7th Avenue SW, Calgary, T2P 4K9, Alberta, Canada
Telephone Number: +1 (587) 315 9031

The LEI of the Issuer is 213800AYTYOYD61S4569.

4.1.3. The date of incorporation and the length of life of the Issuer, except where the period is indefinite.

The Issuer is a corporation domiciled in British Columbia, Canada. The Issuer was incorporated and registered as Canoe International Energy Ltd. under the Business Corporations Act (British Columbia) on 20 September 2007 and changed its name to "Zenith Energy Ltd." on 2 October 2014.

4.1.4. The domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus.

The Issuer is incorporated as a private limited company (LTD) in British Columbia, Canada, under the Business Corporations Act (British Columbia) and under the law of British Columbia, with its registered office at Suite 2400, 745 Thurlow Street, Vancouver BC V6E 0C5, Canada, telephone no.: +1(587) 315 9031; email address: info@zenithenergy.ca; website of the Issuer: <https://www.zenithenergy.ca>.

With its registered office in Vancouver, Canada and its head office in Calgary, Canada the Issuer mainly operates under the legislation of British Columbia, Canada and Alberta, Canada. The Issuer has an administrative office in London and in Lugano. With its oil and gas operations taking place in Italy and Tunisia, the Issuer also operates under the jurisdictions of the aforementioned countries.

Any information provided on the website of the issuer does not form part of this Prospectus unless that information is incorporated by reference into this Prospectus.

4.1.5. Details of any recent events particular to the Issuer and which are to a material extent relevant to an evaluation of the Issuer's solvency.

Going Concern

The financial statements of the Issuer, for the financial year ended 31 March 2024, have been prepared on a going concern basis which presumes that the Group will continue its operations in the normal course of business for the foreseeable future. In assessing whether going concern assumption is appropriate, the Board of Directors have taken into account all relevant available information about the current and future position of the Group. As part of their assessment, the Board of Directors have also taken into account the ability to raise additional funding whilst maintaining sufficient cash resources to meet all commitments.

The Board of Directors have reviewed the cash flow forecasts prepared by the management up to and including August 2025, which are prepared on the basis that the Group continues to hold title to the Tunisian and Italian oil and gas assets and which takes into account the fund raises completed within the financial year of the Issuer ending 31 March 2025, as well as loan and note repayments which fall due within 12 months of the date of the signing of the Financial Statement 2024. The cashflow forecasts also include the investments in respect of the proposed acquisitions in the United States and provisions about its claim in Congo against SMP Energies, formerly Société de Maintenance Pétrolière ("**SMP**") the rig contractor that performed drilling services in wells TLP-103 and TLP-103C of the Tilapia oilfield during 2018-2019, and the various legal proceedings against the Republic of Tunisia, with a total cumulative claimed amount of at least USD 48 million. The cash flow from the various legal proceedings against the Republic of Tunisia include the legal proceedings within the next financial period and the managements cash flow projections for the period ended 30 December 2025, which have been deemed appropriate by the financial auditor for the financial year of the Issuer ending 31 March 2024.

Production from Robbana and El Bibane, both part of the Tunisian onshore oil production portfolio, has been irregular, with various interruptions due to delays in payment of staff salaries resulting from the non-payment of past oil production, as well as delays suffered by Zenith in selling its stock of crude oil due to unexplained obstructions in facilitating crude oil liftings from the Tunisian authorities. As of the date of this document, these concessions are producing, and during the month of September 2024 an average of 170 barrels of oil per day were produced by the Issuer in Tunisia.

In addition, Zenith is seeking to acquire new producing assets, that will deeply modify its current cash generation situation, at the same time insuring the company from any possible risk that may arise in Tunisia, also in the light of the ongoing arbitration described in the next chapter.

The Group believes that these financial commitments will be covered by a combination of funding generated by operations, funds raised post year end, funds to be received from the arbitrations in Paris, as well as further planned fund raises within the going concern period. The Board of Directors believe that the planned fund raises via the various sources of capital available to the Group will be successful. The Group's ability to raise funds has been demonstrated in the year ended 31 March 2024.

Following a thorough and comprehensive review, the Board of Directors determined that the Group has sufficient working capital to support its operations over the next 12 months after the publication of the Financial Statement 2024. The Board of Directors therefore have made an informed judgment, at the time of approving this Programme, that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. As a result, the Board of Directors have adopted the going concern basis of accounting in the preparation of the Programme.

Arbitration against the Republic of Tunisia and/or ETAP

During the financial year ended 31 March 2024, the Issuer has initiated three separate arbitrations against *Entreprise Tunisienne d'Activités Pétrolières* (the national oil company of Tunisia) ("**ETAP**"), and against the Republic of Tunisia for a total cumulative amount of claims, which after the completion of the studies

made by the two quantum experts involved (which after months of work have concurred on the same amount) have reached the global amount for the three arbitrations of USD 639.5 million.

The first Arbitration ("**ICC Arbitration 1**") is against ETAP and has been initiated in the International Chamber of Commerce - ICC ("**ICC**"); the second arbitration ("**CNAOG ICC Arbitration**") was initiated also in the ICC, against the Republic of Tunisia.

The third arbitration ("**ICSID Arbitration**") was initiated against the Republic of Tunisia in the Institute for the International Centre for Settlement of Investment Disputes ("**ICSID**") and it is focused on the breaches of the Treaties applicable to the investment made by the investor, the Zenith group, in Tunisia.

The ICC Arbitration 1 has been initiated against ETAP for an amount of USD 6.7 million due to its failure to comply with its contractual obligations to pay for oil produced and sold by one of the Issuer's subsidiaries,

The CNAOG ICC Arbitration has been launched against the Republic of Tunisia, because of its arbitrary failure to lawfully recognize the acquisition, consisting in the purchase from the largest state oil company of China, CNPC China National Petroleum Corporation of its 100% owned subsidiary, CNPCI Tunisia. This corporation contains an interest in the North Kairouan permit and the Sidi El Kilani Concession in Tunisia.

The ICSID Arbitration has been filed with ICSID following various breaches of the bilateral treaty signed by Tunisia, causing a severe detriment of the Issuer's investment in Tunisia.

Summary of Arbitrations

ICC Arbitration against ETAP ("ICC Arbitration 1")

As announced on 1 November 2023, EPZ, a fully owned subsidiary of Zenith registered in Barbados, initiated ICC arbitration proceedings, seated in Paris, against ETAP, the national oil company of Tunisia. ICC Arbitration 1 was commenced following ETAP's failure to comply with its contractual obligations by not paying for oil produced and sold by EPZ in Tunisia. The ICC Arbitration 1 claim is in the amount of approximately USD 6.7 million.

Further, on 29 November 2023, the Issuer announced that the ICC appointed arbitral tribunal for the arbitration ICC Arbitration 1 against ETAP had rejected ETAP's request to include the Tunisian State as co-defendant and ordered ETAP to pay a penalty of approximately EUR 120,000 in costs. These were positive developments that showcased the merits of our procedural conduct.

As announced on 10 July 2023, the Issuer had obtained a 'conservative seizure' for an amount equivalent to approximately USD 6.5 million deposited in a bank account in Switzerland under the name of ETAP. Unfortunately, after one year the validity of this conservative seizure expired and the money was returned to ETAP.

The trial for ICC Arbitration 1 has taken place during the month of April 2024. On 19 December 2024, the Issuer announced that has received the final decision of the arbitral tribunal in relation to the ICC Arbitration 1. The arbitral tribunal has ordered ETAP to pay a principal amount of USD 6,139,539, reflecting a revision in the price of Brent crude oil used as a basis of calculation, approximately USD 2,700,000 late payment interest levied up to the day of the ICC Arbitration 1 decision, USD 395,000 as reimbursement for procedural costs associated with the ICC Arbitration 1, and USD 450,000 in legal costs for a total amount of approximately USD 9.7 million.

Interests in connection with late payment will continue to be levied until full recovery of the Award is made. The ICC Arbitration 1 award, in accordance with article 35.6 of the applicable ICC Rules, is final and may not be appealed by the parties. It is immediately enforceable and capable of being granted execution by any competent court.

ICC Arbitration for SLK against the Republic of Tunisia ("CNAOG ICC Arbitration")

As announced on 6 December 2023, Zenith's fully owned company, CNAOG initiated ICC arbitration proceedings, seated in Geneva, against Tunisia. Zenith has originally presented a claim for damages in the amount of USD 85.8 million in connection with the CNAOG ICC Arbitration. This originally claim has been increased to USD 130 million following calculations performed by the Zenith's advisers, specifically Chapman Engineering of Calgary (METTERE IL NOME ESATTO), regarding the quantifiable damages sustained by CNAOG for the obstruction to complete and enjoy the benefit of the purchase of CNPCI Tunisia from CNPC of Beijing

CNPC Tunisia owns as main asset the concession SLK.

The claimed amount was determined by a third-party expert consultant in consideration of the following:

- CNAOG's lost production revenue and associated profitability, during a period of high energy prices, from SLK Concession until its initial expiry in December 2022.
- The volume of crude oil produced from the SLK concession and allocated to and received by CNAOG upon the completion of the acquisition.
- Unpaid invoices for oil produced and sold in the international and domestic market by ETAP,(the national oil company of Tunisia) as it happened in the case object of ICC Arbitration 1.
- The value of the 45% interest in the renewal of the SLK concession, representing a breach of CNAOG's right to renew its previously existing 22.5% interest in SLK, as well as the 22.5% interest held by Kuwait Foreign Petroleum Exploration Company K.S.C.C's subsidiary, which relinquished its interest in the SLK Concession before its initial expiry. This second 22.5% interest was due to become ours on the base of our pre-emption option as co shareholder and on the base of our formal exercise of this option, when KSCC decided to leave Tunisia.

A decision, resulting in a possible award favourable to CNAOG, is expected to be made during the summer of 2025.

ICSID Arbitration against the Republic of Tunisia ("ICSID Arbitration")

As announced on 7 June 2023, Zenith's fully owned subsidiaries (the "**Investors**") submitted a request for arbitration before the International Centre for Settlement of Investment Disputes in Washington DC.

The ICSID Arbitration was launched following a series of actions undertaken by Tunisia to the material detriment of the Investors including, *inter alia*, unreasonable and arbitrary obstructions in relation, primarily, to the development of the Sidi El Kilani and Ezzaouia concessions. Therefore, the ICSID Arbitration was initiated by the claimants due to the Republic of Tunisia's failure to comply with the terms of the Investment Treaty BIT United Kingdom of Great Britain and Northern Ireland - Tunisia signed in 1989.

The Investors were informed on 18 March 2024, that Anima Dispute Resolution, an international law firm dedicated to international arbitrations appointed by Tunisia as specialist counsel, had resigned with immediate effect. During the month of September 2024, the parties have deposited their final comments and supporting documents to the ICSID tribunal.

The hearings for the ICSID Arbitration are expected to take place during December 2025 and an award of the ICSID Arbitration is expected during the first or second quarter of 2026.

On 23 December 2024, the ICSID arbitral tribunal issued a decision in connection with the respondent's request to address objections to jurisdiction as a preliminary question, which was fully rejected in very severe terms by the ICSID arbitral tribunal. The arbitral tribunal's decision has dismissed the respondent's

application in its entirety and has reserved all other matters, including those relating to costs, for a subsequent order, decision or award.

The amount claimed within the ICSID Arbitration, determined by a panel of international quantum experts appointed by the Issuer, is for a total principal amount of USD 503 million.

Arbitrations against the Republic of Tunisia and/or ETAP – Total claims

The total claims of the three arbitration proceedings are together in the amount of USD 639.5 million.

Entering the U.S. market

On 29 August 2023, the Issuer announced that it had acquired control of Cyber Apps World Inc. ("CYAP") by way of a Securities Purchase Agreement signed with Janbella Group LLC for a purchase price of USD 398,319.97 in cash.

CYAP was renamed Leopard Energy Inc. on 26 April 2024, to reflect the new strategic direction of the company, specifically the acquisition of energy production and development opportunities in the United States of America.

The Issuer acquired the control over CYAP, an OTC listed company in the United States, with the intention to consummate future acquisitions in the respective oil and/or gas industry, as well as attracting investment from North American investors to finance the U.S. business of the Group. The decision to acquire CYAP was made in light of the challenging and time-consuming OTC listing process, as well as the associated costs of incorporating a newly registered company, which would be more costly and take longer than directly acquiring a listed company.

On 16 January 2024, CYAP announced that its subsidiary, CYAP Oil, LLC, had successfully bid at auction for a 5% royalty interest in a package of seven (7) producing wells located in the Eagle Ford Shale, Lavaca County, Texas.

This represents CYAP's first transaction in the US energy production and development sector and is, in line with Zenith's strategy for CYAP, a shift away from software development towards identifying and acquiring opportunities in the US energy and production development sector.

It is the intention of the Issuer that CYAP's first acquisition will be followed by various other similar acquisitions in an incremental manner, following geological, financial, and legal due diligence, to achieve 'critical mass' and build a balanced, revenue generating and profitable portfolio.

Zenith believes that CYAP will attract financial support from U.S. capital markets as the benefits of implementing an accretive growth strategy centred on purchasing interests in non-operated oil and gas production leases, during a period of favourable energy prices, becomes increasingly apparent.

4.1.6. Credit ratings assigned to an Issuer at the request or with the cooperation of the Issuer in the rating process. A brief explanation of the meaning of the ratings if this has previously been published by the rating provider.

The Notes itself are not rated. However, during the financial year ended 31 March 2024, the Issuer announced that BCRA Credit Rating Agency AD ("BCRA") and EuroRating Sp. z o.o. ("EuroRating") have assigned the Issuer a long-term debt issuer credit rating of "B+ with Stable Outlook".

BCRA is a credit rating agency, registered with the European Securities and Markets Authority.

4.1.7. Information on the material changes in the Issuer's borrowing and funding structure since the last financial year.

The Issuer confirms that there are no material changes in the Issuer's borrowing and funding structure since the last financial year, ended 31 March 2024 except as disclosed in section "VI. REGISTRATION DOCUMENT FOR RETAIL NON-EQUITY SECURITIES – 4.1.8. *Description of the expected financing of the Issuer's activities – Bond Exchange Offer*" on pages 48-49 and in the subsequent paragraph.

Private Placement and Debt Settlement – October 2024

As of 28 October 2024, the Issuer completed a private placement in Norway and a debt settlement:

Private Placement

The Issuer raised approximately NOK 11.94 million (about GBP 841,000 / USD 1.09 million) by issuing 62,833,440 new common shares at NOK 0.19 per share.

Debt Settlement

The Issuer has issued 32,166,560 new common shares in settlement of certain debts in lieu of cash payment for a total value of NOK 6,111,646 (equivalent to approx. GBP 430,000 and USD 559,000).

Furthermore, the Issuer has issued 95,000,000 share purchase warrants, exercisable at a price of NOK 0.29. applying a ratio of 1:1, in connection with the new common shares issued in the private placement and the debt settlement. These warrants have a fixed duration of two years from the date of issuance.

Private Placement in UK and Norway – January 2025

On 13 January 2025, the Issuer announced that it has completed a private placement with an institution in the United Kingdom and in Norway. The Issuer further announced that it has issued broker shares, which included the participation of new and existing investors, to raise an aggregate total amount of approximately GBP 2,310,800 (equivalent to approx. NOK 32,611,560), resulting in the issuance of a total of 48,538,042 new common shares.

Norway

Zenith has issued a total of 31,063,339 common shares of no-par value in the capital of the Company for an issue price of NOK 0.6864 to raise gross proceeds of NOK 21,322,000 (approximately GBP 1,511,000).

United Kingdom

An UK institution has agreed to acquire 16,326,531 common shares of no-par value in the capital of the Company at a price of GBP 0.049 for gross proceeds of GBP 800,000 (approximately 11,289,680 NOK).

Use of Proceeds

The proceeds of the placements will be used to fund the Company's publicly announced international arbitrations against the Republic of Tunisia and ETAP, with specific attention being deployed towards enforcement of the recent ICC Arbitration 1 award, as well as for general working capital purposes.

Broker Shares

The Issuer has allotted 1,148,172 new common shares to OAK Securities in London in lieu of cash settlement for services provided to Zenith in connection with the issuance of shares for a total value of NOK 788,105 (equivalent to approximately GBP 55,850).

Private Placement and Debt Settlement – February 2025

As of 3 February 2025, the Issuer completed a private placement in Norway and a debt settlement:

Private Placement

The Issuer raised approximately NOK 40.62 million (about GBP 2.89 million / USD 3.58 million) by issuing 30,316,359 new common shares at NOK 1.34 per share.

Debt Settlement

The Issuer has issued 314,552 new common shares in settlement of certain debts in lieu of cash payment for a total value of NOK 421,500 (equivalent to approx. GBP 30,000 and USD 37,400).

Use of Proceeds

The proceeds of the placement will be used for general working capital purposes and to provide additional funding for any requirements that may arise in respect of the Issuer's publicly announced international legal arbitrations against the Republic of Tunisia.

4.1.8. Description of the expected financing of the Issuer's activities

The Issuer is required to raise additional funds continuously to continue developing its oil and gas projects predominantly in Italy and the U.S., to monetize assets as stated in the Chapman Report 2024. The funding can be realized by equity or by issuance of third-party debt.

To reach the production capacities as listed in the Chapman Report 2024, the Issuer will be required to invest USD 4 million in Italy. In Tunisia, no additional capital is required given that the development can be financed by cash flow.

The following steps are required in order to reach the production capacities as listed in the Chapman Report 2024:

Action required in Tunisia:

A well intervention is being studied in well EBB-3, with the objective of restoring production for the El Bibane at a rate of a total of 500 bbl/d. To restore production from well EBB-3 an amount of approximately USD 3.5 million will be necessary and will be financed by the cash flow generated by the location itself.

Action required in Italy:

1. The Issuer plans to drill an offset horizontal well (Masseria Vincelli 2) under the Torrente Cigno concession in the year 2025, when the Issuer expects current production to have fallen to uneconomic levels. The drilling will require four months of work and an investment of approximately EUR 6 million, to be shared between the partners. Out of this amount, the investment of the Issuer should amount to approx. EUR 2.5 million.
2. The Issuer plans to reactivate the Sant'Andrea natural gas production concession, in which the Issuer holds a 40 per cent working interest. The Issuer will bear the full costs of approximately EUR 20,000 for the reactivation of the concession. After the finalization of the administrative obstacles, the Issuer expects to commence production during the first quarter of the calendar year 2025.
3. The Masseria Grottavecchia Concession is currently not producing. Notwithstanding the decline in international energy prices, profitability has remained robust and continued effort are being made to optimise the portfolio. By this reason, the Issuer intends to construct a natural gas treatment plant at the surface of this concession for an amount of approximately EUR 900,000.

4. The Issuer also intends to reactive the currently non-producing San Teodoro concession and to re-complete the existing ST-1D-well and has budgeted approximately EUR 600,000 to fund the well intervention as well as to fund the installation of new natural gas treatment infrastructure.

All the development and production plans are certainly deeply influenced by the success of drilling, the existence of estimated reserves and the presence or absence of structural impediments, geological and operational risks that are inherent in the oil & gas industry.

Financing through the issuance of third-party debt

The Issuer has set up the EUR 25,000,000 note programme to issue Notes to finance its operations. With the supplements no. 1 to the base prospectus dated 17 July 2023, no. 2 to the base prospectus dated 14 November 2023, and no. 3 to the base prospectus dated 20 December 2023 (the Programme was increased from EUR 25,000,000 to EUR 100,000,000).

As of 30 November 2024, Zenith has issued the following Notes under the EUR 100,000,000 note programme, denominated in four different currencies (EUR, GBP and USD):

Currency	Quantity	EUR equivalent as of 31 December 2024 (last closing price before this Prospectus)	ISIN
EUR	444,000	€ 444,000	XS2108546735
USD	3,256,000	€ 3,145,296	XS2108546651
GBP	1,501,000	€ 1,814,591	XS2108546578
EUR	2,699,000	€ 2,699,000	XS2478298909
EUR	11,000	€ 11,000	XS2647375752
USD	4,302,000	€ 4,155,732	XS2478299113
GBP	1,202,000	€ 1,453,382	XS2478299030
GBP	11,000	€ 13,300	XS2638487996
USD	288,000	€ 278,200	XS2736390712
EUR	1,542,000	€ 1,542,000	XS2796492572
USD	3,910,000	€ 3,777,060	XS2796492655
GBP	391,000	€ 472,758	XS2796492812
TOTAL		€ 19,806,319	

Source: Internal information of the Issuer as of the date of this Prospectus.

Bond Exchange Offer

The Issuer implemented two exchange offers in the first half year 2024, first announced on 25 January 2024 to exchange at an exchange ratio of 1:1 notes of the following Series of Notes into new notes issued by the Issuer: (i) Euro 10.125 % Notes due on 27 January 2024 (XS2108546735), (ii) USD 10.125 % Notes due on 27 January 2024 (XS2108546651), (iii) GBP 10.125 % Notes due on 27 January 2024 (XS2108546578) and (iv) CHF Notes 10.000 % due on 27 January 2024 (XS2108546818) (the "Exchange Offers").

The following table shows the acceptance rate per Series of the Notes offered for exchange:

Series of Notes	Acceptance Rate
Euro 10.125% Notes due on 27 January 2024 (XS2108546735)	88.26%
USD 10.125% Notes due on 27 January 2024 (XS2108546651)	84.59%

GBP 10.125% Notes due on 27 January 2024 (XS2108546578)	100.00%
CHF 10.000% Notes due on 27 January 2024 (XS2108546818)	100.00%

Source: Internal information of the Issuer as of the date of this Prospectus.

The total amounts exchanged within the Exchange Offers were USD 3,910,000, GBP 391,000, EUR 1,542,000 and CHF 30.000. Notes which have not been offered for exchange in the Exchange Offers haven been or will be repaid in full, including accrued interest, according to the following timetable:

- 31 October 2024, in the amount of 20% (twenty percent) of the notes, not exchanged in the Exchange Offers;
- 28 December 2024, in the amount of 20% (twenty percent) of the notes, not exchanged in the Exchange Offers; and
- 28 February 2025, payment of the balance of the notes, not exchanged in the Exchange Offers, and all the accrued interest, until this date.

5. BUSINESS OVERVIEW

5.1. Principal activities

The Issuer is a holding company with a number of subsidiary companies which include a variety of different projects in Italy, Tunisia (since spring 2020) and the United States of America (since August 2023).

The articles of association of the Issuer contain no restrictions on the Issuer's principal objects or the type of business that may be carried out by the Issuer.

5.1.1. Organisational structures of the Group

The Issuer as the parent company of the Group, is a holding company and the operations of the Group are carried out through the operating subsidiaries of the Issuer.

Below an organization list of the Group, that includes the main subsidiaries relevant for its operations:

<i>Name</i>	<i>Country of incorporation and place of business</i>	<i>Proportion of ownership interest</i>	<i>Principal activity</i>
Canoel Italia S.p.A. ⁽¹⁾	Genova, Italy	98.6%	Gas, electricity and condensate production
Zena Drilling Limited	Incorporated in UAE Place of business: Azerbaijan	100%	Oil and gas drilling
Zenith Suisse SA	Switzerland	100%	Oil trading
Compagnie du Desert Holdings Ltd ⁽²⁾	United Kingdom	100%	Holding Company

Compagnie du Desert Ltd (2)	United Kingdom	100% on behalf of Compagnie du Desert Holdings Ltd	Holding Company
Ecumed Petroleum Tunisia Ltd	Tunisia	100% on behalf of Compagnie du Desert Ltd	Oil production
Leopard Energy, Inc (formerly Cyber Apps World Inc.) (3)	United States	99.87%	Software Development

- (1) Zenith has 100% control over Canoe Italia S.p.A. The Group granted 1.4% to a former Director, in order to limit the risk of any liability to that entity. Therefore, no non-controlling interest arises from the consolidation of this subsidiary.
- (2) On 30 April 2021, the Issuer announced that CDD, its recently incorporated fully owned subsidiary, has entered into a share purchase agreement with Candax for the acquisition of a 100 percent interest in Candax's fully owned subsidiary in Barbados, EPT, which holds a 100% interest in the El Bibane and Robbana concessions in Tunisia.
- (3) On 29 August 2023, the Issuer announced that it had acquired control of Leopard Energy, Inc. (formerly CYAP) by way of a securities purchase agreement signed with Janbella Group LLC.
- Zenith has acquired 100,000 Series A preferred shares in Leopard Energy, Inc. (formerly CYAP) from Janbella Group LLC, representing 99.87% of its current total voting rights.
 - The purchase price agreed is USD 398,319.97 in cash.
 - Leopard Energy, Inc. (formerly CYAP) CYAP is listed on the U.S. OTC Markets' Pink Open Market segment under the ticker "CYAP".

Source: Internal information of the Issuer as of the date of this Prospectus.

5.1.2. The Business

The Group has a portfolio of producing and not producing gas assets in Italy and Tunisia. In August 2023, the Issuer has entered the markets of the U.S. with the acquisition of CYAP, an OTC listed Company. The Group is currently developing new oil producing opportunities in Argentina. The possible investments in Argentina will be funded by a financial raising campaign in the American continent, with local counterparties.

The strategy of the Group is to diversify its operations by engaging its own assets for the exploration as well as by finding and opening new exploration sites.

5.1.2.1. Group operations in Italy

In 2020, the Italian natural gas production amounted to 3.2 billion cubic metres (*Source*: bp Statistical Review of World Energy 2022, page 29)¹⁸. The Group produces approximately 400,000 cubic metres of natural gas per year that is sold to third parties and not used onsite to produce electricity.

In Italy, the Group owns various working interests in 13 onshore exploration and production properties. The Group operations in Italy are carried out by its subsidiary Canoe Italia S.p.A. After a periodic review of the technical and financial capabilities of Canoe Italia S.p.A. conducted by the Italian Ministry of

¹⁸ Available at: <https://www.bp.com/content/dam/bp/business-sites/en/global/corporate/pdfs/energy-economics/statistical-review/bp-stats-review-2022-full-report.pdf>.

Environment and Energy Security, the ministry confirmed that Canoe Italia S.p.A. meets the required standards to operate in Italy.

As of the date of this Prospectus, three of the 13 onshore exploration and production properties are active and producing. The Group's assets in Italy comprise:

- six operated onshore gas production concessions (two of them are active and producing),
- three non-operated onshore gas production concessions (one of them is active and producing),
- one operated exploration permit,
- one non-operated exploration permit and
- two exploration permit applications.

On the operated gas production concessions and exploration permits, the Group is the operator of the concession or permit. Being an operator in a concession means that the Group organizes all the production and maintenance operations, assuming the risks and paying all the related costs, which will be reimbursed by the partners according to their working interest.

On the non-operated gas production concessions and exploration permits, the Group is not the operator of the concession or permit. A third party serves as the operator and takes care of the daily business; the Group is only involved with its working interest.

The production and exploration properties comprise the following concessions, permits and applications:

(a) two operated onshore gas production concessions which are currently producing:

1. *Torrente Cigno*: The Issuer owns a 45 per cent working interest in the Torrente Cigno gas concession covering approximately 2,545 acres. The Issuer owns a 100 per cent working interest in an electrical generation facility which utilizes gas from wells in this concession. From 1 October 2015, the Issuer has used the gas produced to generate electricity which is sold directly to the national electrical grid in Italy. During the month of July 2024, the Issuer produced a total of approximately 1,025 megawatt hours at the Torrente Cigno Concession.

This concession is scheduled to expire in 2029. There is an additional horizontal location in Torrente Cigno concession, which is expected to be drilled in 2025.

2. *Misano Adriatico*: The Issuer owns a 100 per cent working interest in the Misano Adriatico gas concession covering approximately 642 acres.

This concession is scheduled to expire in 2030.

(b) four operated onshore gas production concessions which are currently not producing:

1. *Masseria Grottavecchia*: The Issuer owns a 20 per cent working interest in the Masseria Grottavecchia gas concession covering approximately 13,160 acres. This concession is currently not producing.

The Issuer is planning to make infrastructural investments in this concession for an amount of approximately EUR 900,000, in mid-2025, in order to construct a natural gas treatment plant. Initial production is expected to be approximately 5,000 to 10,000 cubic metres of natural gas per day.

The concession is scheduled to expire in 2028.

2. *San Teodoro*: The Issuer owns a 100 per cent working interest in the San Teodoro gas concession covering approximately 14,640 acres. This concession is currently not producing.

The Issuer is planning to re-complete the existing well named San Teodoro 1 Dir A and has budgeted an amount of EUR 600,000, by the end of year 2025, for the intervention of the well and the installation of new natural gas treatment infrastructure. A production of up to 10,000 cubic meters of natural gas is expected in the event of a successful recompletion of the well.

This concession is scheduled to expire in 2029.

3. *Sant'Andrea*: The Issuer owns a 50 per cent working interest in the Sant'Andrea gas concession covering approximately 40,605 acres. This concession is currently not producing. Two wells have been drilled within the concession, namely S. Antonio-1 and Anzano-1. The Issuer plans to reactivate the S. Antonio-1 well, with an expected initial production rate of 1,300 cubic metres of natural gas per day. Since the Issuer's partners in Sant'Andrea have communicated that they do not intend to fund the reactivation of the concession, the Issuer will receive full entitlement to the production revenue as well as bearing the full costs associated with reactivation of the Concession. The Issuer expects production to commence during the second quarter of 2025. To reactivate the production from this concession, as a last step the Issuer will have to agree with the Italian Ministry the reinstatement of the connection to the National pipeline, and these negotiations will require almost 6 months from the date of this Prospectus.

This concession is scheduled to expire in 2027.

4. *Masseria Petrilli*: The Issuer owns a 50 per cent working interest in the Masseria Petrilli gas concession covering approximately 29,227 acres. The Masseria Petrilli gas concession was run through a joint venture. The Issuer acted as the operator; the other partner of the joint venture was Gas Plus Italiana S.r.l. ("**Gas Plus**"). The joint venture is currently not producing and does currently not have a concession to produce natural gas in the Masseria Petrilli field, because in 2019 the joint venture decided to return the concession and to stop operations.

(c) one non-operated onshore gas production concessions which is currently producing:

1. *San Mauro*: The Issuer owns an 18 per cent working interest in the San Mauro gas concession covering approximately 6,257 acres. According to Chapman the reserves of the San Mauro concession should already be depleted, which is not the case. The San Mauro gas concession is therefore not included in the Chapman Report 2024 – Italy. The Issuer can therefore not estimate for how long the San Mauro gas concession will carry on producing.

This concession is scheduled to expire in 2028.

(d) two non-operated onshore gas production concessions which are currently not producing:

1. *Masseria Acquisalsa*: The Issuer owns an 8.8 per cent working interest in the Masseria Acquisalsa gas concession covering approximately 10,200 acres. The Masseria Acquisalsa gas concession was run through a joint venture.¹⁹ This concession is not producing anymore, because the joint venture decided in 2018 to return the concession and to stop operations.
2. *Lucera*: The Issuer owns a 13.6 per cent working interest in the Lucera gas concession covering approximately 13,361 acres. This concession is currently not producing.

(e) one operated exploration permit (not yet developed):

¹⁹ The Issuer holds an interest of 8.8 per cent in the joint venture; Gas Plus holds an interest of 46.03 per cent and acted as operator; Edison Italia S.r.L. holds the remaining 45.17 per cent.

The Issuer owns a 57.15 per cent working interest in the Montalbano gas concession. This site has not yet been developed. The Issuer expects reserves on this site. In order to make this site capable of production, it must be developed which means that significant expenditures (exceeding the cost of drilling wells) are required.

(f) one non-operated exploration permit (not yet developed):

The Issuer owns a 25 per cent working interest in the Colle dei Nidi gas concession. This site has not yet been developed. The Issuer expects reserves on this site. In order to make this site capable of production, it must be developed which means that significant expenditures (exceeding the cost of drilling wells) are required.

(e) two pending applications for exploration permits:

The issuer has two pending applications for the granting of exploration permits in the Serra dei Gatti (100 per cent working interest) and Villa Carbone (50 per cent working interest) gas concessions.

The Group's estimated total gas reserves (i.e. proved reserves plus probable reserves) at the Lucera (currently not producing), Misano Adriatico (active and producing) and Torrente Cigno (active and producing) concessions were assessed at 15,539 million of standard cubic feet ("MMmscf") as of 31 March 2024. (*Source*: Chapman Report 2024 – Italy, page 33).

Royalties and taxes in Italy

In Italy, for onshore permits, the state royalty for both oil and gas is a maximum of 10 per cent, with a provision that no royalties will be paid on yearly production less than 125,000 bbls of oil and 700 MMscf of gas, per field (or approximately 340 bbls/d and 1.9 MMscf/d) (*Art.19 of Italian Legislative Decree 25 November 1996, n. 625*). In Italy, the corporate tax is a maximum of 28 per cent and there are no restrictions on repatriation of profits (*Decree of the President of the Republic n. 917/1986*).

5.1.2.2. Group operations in Tunisia

Robbana and El Bibane concessions

In May 2021, Zenith completed another acquisition in Tunisia. Through its fully owned subsidiary CDD, Zenith acquired a 100 per cent interest in the fully owned subsidiary of Candax called Ecumed Petroleum Tunisia Ltd ("EPT"). As a result, the Issuer now holds a 100 per cent working interest in the El Bibane and Robbana concessions. The terms of the acquisition included a total consideration of approximately USD 200,000 in the form of assumption of debt.

The El Bibane concession is located 16 kilometres offshore from the port of Zarzis in the Gulf of Gabes and covers an area of approximately 228 square kilometres in approximately 7 to 8 metres water depth. The reservoir is located in the Cretaceous Zebbag fractured dolomite formation at approximately 2,150 meters below surface.

A total of three wells are active, of which EBB-5 is the only one currently producing at a rate of 80 to 100 STB/d with 5.5 to 6 MMScf/d of natural gas, which is being processed for the recovery of 77 to 84 barrels of condensate per day (14 barrels/MMScf). The processed natural gas is re-injected into the formation via well EBB-4.

A well intervention is being studied in well EBB-3, with the objective of restoring production for the El Bibane at a rate of a total of 500 bbl/d. To restore production from well EBB-3 an amount of approximately USD 3.5 million will be necessary.

The El Bibane concession is scheduled to expire on 31 December 2033.

The Robbana concession is located onshore on the island of Djerba in the southern Gulf of Gabes and covers 48 square kilometres. Zenith has successfully completed the workover of ROB-1 and expects to begin drilling activities in Robbana during the first quarter of 2025. The Robbana concession is scheduled to expire on 4 November 2034.

Arbitration against the Republic of Tunisia and/or ETAP

During the financial year ended 31 March 2024, the Issuer has initiated three separate arbitrations against *Entreprise Tunisienne d'Activités Pétrolières* (the national oil company of Tunisia) ("**ETAP**"), and against the Republic of Tunisia for a total cumulative amount of claims, which after the completion of the studies made by the two quantum experts involved (which after months of work have concurred on the same amount) have reached the global amount for the three arbitrations of USD 639.5 million.

Please refer to section "VI. REGISTRATION DOCUMENT FOR RETAIL NON-EQUITY SECURITIES – 4.1.5. *Details of any recent events particular to the Issuer and which are to a material extent relevant to an evaluation of the Issuer's solvency*" on page 42-45 of this Prospectus, for full details.

5.1.3. Market Overview

The Group operates in the energy and oil market in Italy, Tunisia and the U.S. The overview of the global energy and oil market as well as a closer look on the energy and oil market in Italy, in Tunisia and the U.S. is illustrated below.

5.1.3.1. The global energy market

The world energy consumption has seen a steady increase since the industrial revolution and is expected to continue to do so in the years to come. Fossil fuels continue to supply about 80 per cent of the world's energy²⁰ of which around 30 per cent is oil, according to the bp Statistical Review of World Energy 2024 in June 2024. In 2024 oil remains the most used in the energy mix (*Source*: bp Statistical Review of World Energy 2024)²¹.

5.1.3.2. The oil price

Oil prices traded at all-time high levels (in terms of annual average) for the most of 2011, 2012, 2013 and the first half of 2014. The Brent oil price stayed commonly in a range of USD 100-125/bbl. However, since the summer of 2014, oil prices have declined steeply, and the Brent oil price reached USD 28/bbl in mid-January 2016. The price decline was a result of high oil prices for an extended period of time, which helped unlock technological breakthroughs in US onshore production, combined with relatively weak global oil demand growth and the return of Libyan production. The prolonged oil crisis resulted in a reduction in upstream investment in 2015 and 2016, respectively 25 per cent and 26 per cent, according to the IEA 2018 Oil Information Overview. This was the first occurrence of two consecutive years of declining investments since the 1980s. In 2016, oil prices remained low and were strongly affected by resilient US producers. The oil price began creeping upwards during 2017 and the Brent oil price reached the USD 60/bbl mark during

20 Available at: <https://www.eiu.com/n/energy-transition-will-move-slowly-over-the-next-decade/>.

21 Available at: <https://www.bp.com/content/dam/bp/business-sites/en/global/corporate/pdfs/energy-economics/energy-outlook/bp-energy-outlook-2024.pdf>.

the third quarter. IEA's World Energy Report 2017 highlights underinvestment in conventional projects and the possibility for a shortfall of new supply post-2020.

The situation for oil markets today could hardly be compared with the situation as it was in the year 2020. In response to the COVID-19 pandemic the worldwide imposed lockdowns caused a huge oversupply of oil, leading prices to collapse to an average of USD 44/bbl. The situation has completely changed over the course of the last 3 years. Today, global supply is struggling to keep pace with demand, with many producers bumping up against capacity constraints and Russia's invasion of Ukraine sharply accentuating market tightness. As a result of all difficulties oil prices have increased to an average of approximately USD 105/bbl in 2022 (*Source*: IEA World Energy Outlook 2022, page 328)²².

Measures to restrain the spread of COVID-19 and the ensuing recession triggered an estimated 8.5 mb/d (8.8 per cent) drop in oil demand in 2020 – the largest ever decline in both absolute and relative terms.²³ The consumption of oil fell in the calendar year 2020 to a total amount of 91.92 mb/d. The improving economic environment in the year 2021 supported a rebound in global oil demand of 5.6 mb/d, which led to a worldwide consumption of 97.56 mb/d. Despite the rebound, demand across 2021 remain 2.9 per cent below 2019 levels.

Due to the increasingly higher demands and the resulting energy crisis in the fall of the year 2021 the crude oil prices hit a seven-year high in early October 2021 boosted by energy supply concern and continued oil stock draw. During November 2021 the situation improved again, so that benchmark crude prices were easing as a result. The Brent oil price crude futures were trading around USD 81/bbl, down from a high of more than USD 86/bbl in October. On physical markets, North Sea Dated prices rose in October by USD 9.15/bbl m-o-m to USD 83.54/bbl and West Texas Intermediate WTI at Cushing by USD 9.79/bbl to USD 81.96/bbl.²⁴

On 26 November 2021 oil prices suffered one of the largest ever one-day plunges, crashing more than 11 per cent as a new coronavirus strain sparked fears that renewed lockdowns will hurt global demand. The Brent oil price crude settled down USD 9.50 to USD 72.72 a barrel, corresponding to a weekly decline of more than 8 per cent. The U.S. West Texas Intermediate (WTI) crude settled down USD 10.24 to USD 68.15 a barrel, declining more than 10.4 per cent.²⁵

Since the beginning of 2022, oil prices have increased sharply. Driven by an economic growth increasing demand for oil, geopolitical tensions between Russia and the Ukraine and increased instability in the Middle East as well as limited oil supply²⁶, the oil prices have risen in 2022. The escalation of the Russia-Ukraine conflict in the end of February 2022 amplified this development and resulted in a jump of the oil price to more than USD 110 a barrel.

The oil price reached its peak with USD 123.70/bbl on 8 March 2022. This trend with oil prices over USD 100/bbl continued until July 2022. Despite the ongoing war in the Ukraine and applied sanctions over Russia, these trends were reversed as of the end of July. Between July 2022 and 12 January 2023, the Brent crude oil price decreased to approximately to USD 78.2/bbl, which corresponds to a decline of approximately 28 per cent.

22 Available at: <https://iea.blob.core.windows.net/assets/830fe099-5530-48f2-a7c1-11f35d510983/WorldEnergyOutlook2022.pdf>.

23 Available at: <https://www.iea.org/reports/global-energy-review-2021/oil>.

24 Available at: <https://www.iea.org/reports/oil-market-report-november-2021> and <https://www.iea.org/reports/oil-market-report-october-2021>.

25 Available at: <https://www.reuters.com/markets/commodities/oil-skids-concerns-rising-surplus-q1-2021-11-26/> and <https://tradingeconomics.com/commodity/crude-oil>.

26 Available at: <https://www.weforum.org/agenda/2022/02/why-oil-prices-matter-to-global-economy-expert-explains/>.

According to IEA-report "Oil Market Report – August 2024", the market will gradually return to moderate inventory builds in mid-2025 after the expiration of voluntary OPEC+ supply cuts in 4Q24 and as forecast production growth from countries outside of OPEC+ begins to outweigh global oil demand growth. They estimate that global oil inventories will increase by an average of 0.3 million b/d in the second half of 2025. EIA forecasts the Brent oil price will average \$86/b in 2025 and fall to \$83/b by the end of the year

As evidenced by the oil crisis and recent market developments, the oil price is highly dependent on the current and expected future supply and demand of oil. In addition, the oil price is influenced by global macroeconomic conditions and may experience material fluctuations on the basis of economic indicators, material economic events and geopolitical events. Historically, oil prices have also been heavily influenced by organizational and national policies, most significantly the implementation of OPEC and subsequent production policies announced by the organization.

5.1.3.3. Overview of the oil and gas industry in Italy

Italy produces small volumes of natural gas and oil and virtually no coal. Therefore, most of the country's fossil-fuel supplies (as well as a significant share of its electricity) are imported. They are augmented by local production of energy from renewable sources resulting in an increasing local dependence on imports in recent years.

Regulation of the oil and gas industry in Italy

Italy has liberalised its electricity and gas sectors progressively in conformance with EU directives. Transmission and distribution of natural gas and electricity have been unbundled and a regulator, *Autorità per l'Energia Elettrica e il Gas*, set up to supervise access to networks and to regulate tariffs.

The Italian oil market is fully liberalised, and the Italian Government intervenes only to protect competition or to prevent an abuse of a dominant position.

Prices, taxes and support mechanisms in Italy

The prices of all forms of energy except electricity are set freely by the market. Additionally, electricity and gas productions are exempt from VAT for producers, except for the final seller to consumers. Gas consumers have a choice of supply from incumbent suppliers at regulated tariffs or from alternative suppliers at market rates. The choice is non-binding and consumers can change from one service to another at no additional costs.

In Italy, for onshore permits, the state royalty on production of both oil and gas is a maximum of 10 per cent, with a provision that no royalties are paid on yearly production below 125,000 barrels – "bbls" of oil and approximately 700 MMscf of gas, per field (or approximately 340 bbls/d and 1.9 MMscf/d). At the present time, the Group does not pay any state royalties since all its producing fields fall below the minimum royalty threshold.

5.1.3.4. Overview of the oil industry in Tunisia

Tunisia is a relatively small hydrocarbon producer. Production of petroleum and other liquids has been steadily declining from its peak of 120,000 barrels per day (bbl/d) in the mid-1980s to 37,000 bbl/d in 2020. In comparison to the calendar year 2020 the oil production has slightly increased to 45,000 bbl/d. (*Source*: bp Statistical Review of World Energy 2022, page 17)²⁷

²⁷ Available at: <https://www.bp.com/content/dam/bp/business-sites/en/global/corporate/pdfs/energy-economics/statistical-review/bp-stats-review-2022-full-report.pdf>.

Plans to increase oil and gas production have been hampered by employment-related protests. Some foreign investors have also experienced delays in getting oil and gas development plans approved by Tunisia's parliament, which has pushed back the anticipated start dates for new production. The main foreign companies operating in Tunisia are the United Kingdom's BG Group, Italy's Eni, and Austria's OMV.

Law and Practice

The Ministry of Energy and Mines (currently attached to the Minister of Industry and Small and Medium Sized Enterprises (MI) is the authority in Tunisia responsible for the supervision of the hydrocarbons sector and granting permits. The General Directorate for Hydrocarbons ("**DGH**") is the body in charge of implementing the states policies in hydrocarbons field.

ETAP is the national oil company in Tunisia. ETAP participates in all prospecting and research permits as these permits can only be granted in association with it.

Tunisian Hydrocarbon's framework varies from a petroleum title to another depending on the date of its granting and the tax and legal treatment that the title holder has elected for the implementation of its title.

The Hydrocarbons Code

Under the Hydrocarbon Code that governs hydrocarbon prospecting, exploration and production, the Tunisian State owns petroleum reserves. Exploration permits are only granted for applicants acting in association with ETAP. The terms and conditions of related operations are specified in a provisional agreement between the Tunisian State, ETAP and the contractor. Exploration and exploitation conditions are further detailed in a joint venture contract or a production sharing contract. (*Source*: internal information of the Issuer)

The Issuer's Tunisian asset is covered by a joint venture contract, under which ETAP and the Issuer are co-holders of the exploration permit and exploitation concession.

Foreign Investment

International and local investors are treated on an equal footing. The incentives applicable for upstream operations are as follows.

Private investors are entitled to repatriate the hydrocarbons export proceeds in compliance with exchange law and can freely transfer dividends abroad.

Any foreign investor has also the right to repatriate profits and actual net proceeds from sale of capital invested in foreign currency, even if the amount is greater than the initial investment. They can also freely carry out transfers related to research, prospection and exploitation activity in compliance with the exchange regime annexed to the special agreement.

Foreign private investors benefit also from advantages related to the import (without the completion of foreign trade formalities) of equipment and vehicles necessary for the activity. This facilitates the intended transport of heavy drilling equipment of the Issuer from its terminated operations in Azerbaijan to Tunisia, because the possible taxes to be paid on the import will be calculated at a lower rate than a normal import.

In case of dispute a foreign investor can resort to international arbitration.

Oil Reserves in Tunisia

Tunisia holds 425 million barrels of proven oil reserves as of 31 December 2021 and is accounting for less than 0.05 per cent of the world's total oil reserves of approx. 1,730,000 million barrels. (*Source*: ENI World Energy Review, page 23)²⁸

5.1.3.5. Overview of the oil industry in the United States

The United States produced more crude oil than any nation at any time, according to the International Energy Statistics, for the past six years in a row. Crude oil production in the United States, including condensate, averaged 12.9 million barrels per day (b/d) in 2023, breaking the previous U.S. and global record of 12.3 million b/d, set in 2019. Average monthly U.S. crude oil production established a monthly record high in December 2023 at more than 13.3 million b/d.

The crude oil production record in the United States in 2023 is unlikely to be broken in any other country in the near term because no other country has reached production capacity of 13.0 million b/d. Saudi Arabia's state-owned Saudi Aramco recently scrapped plans to increase production capacity to 13.0 million b/d by 2027.

Together, the United States, Russia, and Saudi Arabia accounted for 40% (32.8 million b/d) of global oil production in 2023. These three countries have produced more oil than any others since 1971 (counting production in the Russian Federation of the Soviet Union prior to 1991), although the top spot has shifted among them over the past five decades. By comparison, the next three largest producing countries—Canada, Iraq, and China—combined produced 13.1 million b/d in 2023, only slightly more than what was produced in the United States alone. (*Source*: U.S. Energy Information Administration – March 2024)

Overview

The law regulating oil and gas ownership in the US generally differs significantly from laws in Europe; oil and gas are often owned privately in the US as opposed to being owned by the national government as they are in many other countries.

Jurisdiction

The law regulating oil and gas ownership in the US generally differs significantly from laws in Europe; oil and gas are often owned privately in the US as opposed to being owned by the national government as they are in many other countries.

Ownership

In the United States, oil and gas rights to a particular parcel may be owned by private individuals, corporations, Indian tribes, or by local, state, or federal governments. Oil and gas rights extend vertically downward from the property line. Unless explicitly separated by a deed, oil and gas rights are owned by the surface landowner.

Oil and gas rights are owned by either the state or federal government and leased to oil companies for development. The tidelands controversy involve the limits of state ownership.

Although oil and gas laws vary by state, the laws regarding ownership prior to, at, and after extraction are nearly universal.

Oil Reserves in the USA

28 Available at: <https://www.eni.com/assets/documents/eng/topic/global-energy-scenarios/world-energy-review-2022.pdf>.

U.S. crude oil and lease condensate proved reserves increased 9% from 44.4 billion barrels to 48.3 billion barrels at year-end 2022 (*Source*: EIA - U.S. Crude Oil and Natural Gas Proved Reserves, Year-end 2022, <https://www.eia.gov/naturalgas/crudeoilreserves/>).

5.1.4. The investment policy for the development of the concessions

Zenith intends to maximise the use of internal resources in all operations via its service company and subsidiary undertaking, Zena Drilling Limited, a company established under the laws of the United Arab Emirates ("Zena"). In fact, it announces that its oilfield service company Zena, has signed and executed a purchase agreement for the acquisition of a BD-260 drilling rig assembled by B Robotics W S.r.l for a total consideration of EUR 2,250,200.

The Issuer decided to use its funds in order to purchase its own equipment, while most competitors do not buy their own drilling equipment, instead of drilling the wells with their own equipment, the drilling of wells is carried out by service companies as third parties. This approach is also followed for new operations in Tunisia and the United States.

5.1.5. Impact of Environmental Protection Regulations

The Issuer is subject to significant environmental and other regulations in respect of its operational activities in all jurisdictions and seeks to conduct its operations in an environmentally responsible manner and to maintain compliance with relevant regulations.

All elements of the oil and natural gas industry are associated with environmental risks and hazards that are subject to various environmental regulations pursuant to a variety of federal, provincial and local laws and regulations. Environmental legislation typically addresses, amongst other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with oil and natural gas operations. Legislation also typically requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation has been evolving in a manner that is expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of oil, natural gas or other pollutants into the air, soil or water may give rise to liabilities to governments and third parties and may require the Issuer to incur costs to remedy such discharge. Although the Issuer believes that it is in material compliance with current applicable environmental regulations, no assurance can be given that environmental laws will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Issuer's financial condition, results of operations or prospects.

Italy, the Republic of the Tunisia and U.S. are signatory to the United Nations Framework Convention on Climate Change and have ratified the Paris Climate Change Agreement, and are thus required to establish legally binding targets to reduce nation-wide emissions of carbon dioxide, methane, nitrous oxide and other "greenhouse gases".

Given the evolving nature of climate change action and regulation, it is not possible to predict the nature of future legislation with respect to climate change or the impact on the Issuer, its operations and financial condition at this time.

Compliance with such legislation may require significant expenditures and a failure to comply may result in the issuance of "clean-up" orders or the imposition of fines and penalties, some of which may be material. It is possible that the costs of complying with environmental regulations in the future will have a material adverse effect on the Issuer's financial condition or results of operations. The Issuer may incur liabilities that could be material or require the Issuer to cease production on properties if environmental damage occurs.

5.1.5.1. Italy

A Legislative Decree setting forth amendments and additions to Legislative Decree No. 152 of 3 April 2006, which contained regulations governing environmental issues, pursuant to Article 12 of Law No. 69 of June 2009 was published on 11 August 2010 in Issue No. 186 of the Official Gazette of the Italian Republic. These amendments included significant changes to Part II of Legislative Decree No. 152/2006, which dealt with the Environmental Impact Assessment procedure and the Integrated Environmental Authorization procedure respectively, as well as air quality protection regulations.

Part II of Legislative Decree 152/06 regarded the EIA (Environmental Impact Assessment) procedure. This amendment included all legislation relating to the procedures for requesting and release of the Integrated Environmental Authorization (AIA, LD 59/05 and subsequent amendments and additions). This has led to some changes in the existing text, including some variations of timing approval for the EIA. Great importance was given to monitoring, even after successful authorization.

The changed legislation affects the Issuer's development plans in Masseria Grottavecchia and San Teodoro concessions, where it is still waiting for the ministry's conditional approval in order to start the related preparations. Before the change of the Italian legislation, the approval process was in the competence of the regional government. According to the new legislation, an application for approval has first to be discussed with the central government (Development Ministry in Rome) and only after with the regional government. Due to the amended legal framework the Issuer is experiencing a significantly lengthened approval process in Italy.

5.1.5.2. U.S.

As a subset of the mining, quarrying, oil and gas extraction sector (NAICS 21), the oil and gas extraction sector comprise establishments that extract:

- naturally occurring mineral solids, such as coal and ores
- liquid minerals, such as crude petroleum
- and gases, such as natural gas.

Laws and Regulations

Air:

The GHGRP requires reporting of greenhouse gas (GHG) data and other relevant information from large GHG emission sources, fuel and industrial gas suppliers, and CO₂ injection sites in the United States. Approximately 8,000 facilities are required to report their emissions annually, and the reported data are made available to the public in October of each year.

National Emissions Standards for Hazardous Air Pollutants (NESHAP):

The Environmental Protection Agency (EPA) issued final rules to reduce emissions of hazardous air pollutants (HAPs) from oil and natural gas production facilities as well as natural gas transmission and storage facilities. These rules implement section 112 of the Clean Air Act (CAA).

Emissions from various processes and operations at oil and natural gas facilities and natural gas transmission and storage facilities typically contain 5 different HAPs: benzene, toluene, ethyl benzene, and mixed xylenes, and n-hexane. HAPs, also known as air toxics, are pollutants which are known or suspected to cause cancer or other serious health effects such as birth defects or reproductive effects.

Waste:

Certain wastes from the exploration and production of oil, natural gas, and geothermal energy are excluded from hazardous waste regulations under Subtitle C of Resource Conservation and Recovery Act ("**RCRA**") These wastes include those that have been brought to the surface during oil and gas exploration and production operations, and other wastes that have come into contact with the oil and gas production stream (e.g., materials used to process natural gas)

Water:

The EPA promulgated the Oil and Gas Extraction Effluent Guidelines and Standards (40 CFR Part 435) in 1979, and amended the regulations in 1993, 1996, 2001 and 2016. The regulations cover wastewater discharges from field exploration, drilling, production, well treatment and well completion activities. These activities take place on land, in coastal areas and offshore.

The Oil and Gas regulations apply to conventional and unconventional oil and gas extraction with the exception of coalbed methane. The regulatory requirements are incorporated into National Pollutant Discharge Elimination System ("**NPDES**").

5.1.5.3. Tunisia

A private investor must:

- prepare an environmental impact study to be approved prior to each phase of its research and development works;
- take all necessary measures to protect the environment and to meet commitments made within the impact study as approved by competent authority;
- contract public liability insurance against risks of damages to others property and to third parties due to its activity, including inter alia risks of environments damages;
- carry out a study of the security measures to be taken to protect personnel, installations, population and the environment, in particular against explosions and fires, in accordance with the relevant Tunisian legislation and, failing that, with the practices of the oil and gas industry.

A private investor must submit the environmental impact study to the approval of the Agence Nationale de Protection de l'Environnement (Tunisian National Agency for the Protection of the Environment; "**NAEP**") in three original copies. The environment impact study must include information provided in the regulations.

NAEP can object to the realisation of the unit within 21 days to three months as from the receipt of the environment impact study, depending on the unit classification. Beyond these deadlines NAEP approval for the realisation of the unit is deemed to have been granted.

The relevant licenses for the realisation of the unit cannot be delivered in case NAEP makes an opposition on the environment impact assessment.

5.2. The basis for any statements made by the Issuer regarding its competitive position.

Not applicable; this Prospectus does not contain any statements regarding the competitive position of the Issuer.

6. ORGANISATIONAL STRUCTURE

6.1. If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.

The Issuer as the parent company of the Group, is a holding company and the operations of the Group are carried out through the operating subsidiaries of the Issuer (see section "VI. REGISTRATION DOCUMENT FOR RETAIL NON-EQUITY SECURITIES – 4.1. History and development of the Issuer - Overview" on page 38, and section "VI. REGISTRATION DOCUMENT FOR RETAIL NON-EQUITY SECURITIES – 5.1.1. Organisational structures of the Group" on pages 49-50).

6.2. If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.

The Issuer is a holding company conducting its operations through its subsidiaries. The Issuer itself does not own significant assets other than investments into its subsidiaries. Therefore, the value of the Issuer's assets depends heavily on how the subsidiaries value their assets. In order to be able to meet its obligations arising from the issuance of Notes, the Issuer is dependent on the receipt of dividends, interest payments and the repayment of loans granted to its subsidiaries.

7. TREND INFORMATION

7.1. Significant changes in the financial performance of the Group and material adverse changes in the prospects of the Issuer since the end of the last financial period for which financial information has been published

Since the end of the Financial Year 2024 there were no significant changes in the financial position of the Group except as disclosed in section "VI. REGISTRATION DOCUMENT FOR RETAIL NON-EQUITY SECURITIES – 4.1.8 Description of the expected financing of the Issuer's activities – Bond Exchange Offer" on pages 48-49.

7.2. Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year.

Significant recent trends affecting the Group and the industry in which the Issuer operates include the following:

Due to the ongoing energy crisis as well as the war in the Ukraine, the oil and gas industry earned record profits in the calendar year 2022, which resulted in amplified cash flows which can be used to fund new strategies in the year 2024.²⁹ During this process, special attention is given to find new balance between security, affordability, and sustainability. However, the whole oil and gas industry is confronted with a lot of uncertainties in relation to the calendar year 2024.

²⁹ Available at: [https://www.reuters.com/business/energy/big-oil-doubles-profits-blockbuster-2022-2023-02-08/#:~:text=LONDON%2C%20Feb%208%20\(Reuters\),cases%2C%20the%20industry%27s%20climate%20ambitions.](https://www.reuters.com/business/energy/big-oil-doubles-profits-blockbuster-2022-2023-02-08/#:~:text=LONDON%2C%20Feb%208%20(Reuters),cases%2C%20the%20industry%27s%20climate%20ambitions.)

Accelerated transition to clean energy

Due to high commodity prices, governments all around the world will turn even more strongly to renewable energies and will try to accelerate the pace of their transition of renewables and clean energy, also in order to reduce the degree of dependence from the Russian Federation. With the "Fit for 55 climate package"³⁰ from the European Union and the "US-Infrastructure Investment and Jobs Act"³¹ as well as the "US-Inflation Reduction Act", politics are pushing investments into the clean energy sector, so that oil and gas companies are going to face increasing pressure to adapt their business models, diversify their portfolios and anticipate changes in demand for their products.

Natural gas as green investment

The European Union has decided that power plants burning natural gas can be considered generators of green energy. This means they can count as sustainable investments along with nuclear power. With increasing policy support, it is expected that the demand will increase in the next years.³²

Oil market 2024

It is expected that the ongoing supply growth and weaker demand growth will ease the tight oil markets and relieve some of the price pressures that pushed energy prices higher during the year 2024. However, the oil prices will still remain at a high level, which can be especially explained with high commodity prices. (*Source*: IEA Oil Market Report – August 2024)

Oil and Gas Trends 2025

It is expected that oil demand to peak next year and wind and solar capacity to grow rapidly in both of the two main scenarios in the BP Energy Outlook – July 2024, a study of the evolution of the global energy system to 2050.

ENERGY DEMAND AND CARBON EMISSIONS

Primary energy demand in the Current Trajectory scenario³³ rises up to the mid-2030s before broadly plateauing as continuing increases in energy consumption in emerging economies, excluding China, are broadly offset by declines in developed economies and eventually in China. (*Source*: BP Energy Outlook – July 2024, page 27)

By 2050 energy demand in this scenario is around 5% higher than in 2022. By contrast, energy demand peaks in the middle of the current decade under the Net Zero scenario³⁴ before declining thereafter. Energy demand is around 25% lower in 2050 compared with 2022. (*Source*: BP Energy Outlook – July 2024, page 29)

Under the Current Trajectory scenario, carbon emissions are far off the net zero ambition which most of the world's largest economies have committed to achieving. (*Source*: BP Energy Outlook – July 2024, page 17)

30 Available at: <https://www.consilium.europa.eu/en/policies/green-deal/fit-for-55/#:~:text=Fit%20for%2055%20refers%20to,line%20with%20the%202030%20goal.>

31 Available at: <https://www.reuters.com/world/us/biden-needing-boost-sign-1-trillion-infrastructure-bill-2021-11-15/>.

32 Available at: <https://www.reuters.com/business/sustainable-business/eu-parliament-vote-green-gas-nuclear-rules-2022-07-06/>.

33 The Current Trajectory scenario is based on climate policies and carbon reduction pledges already in place.

34 The Net Zero scenario assumes a significant tightening of climate policies aligned with the 2015 U.N.-backed Paris climate agreement to cut the world's carbon emissions by around 95% by the middle of the century.

OIL

Oil demand is expected to peak by 2025 at around 102 million barrels per day (bpd) under both scenarios. It however declines at a different pace in either outlook, driven primarily by the pace of falling oil use in road transport. In the Current Trajectory, oil consumption gradually declines over the second half of the outlook to around 75 million bpd in 2050. The drop in oil use is more pronounced in Net Zero, with demand falling to 25 million-30 million bpd 2050. (*Source*: BP Energy Outlook – July 2024, page 30 ff)

NATURAL GAS AND LNG

In the Current Trajectory scenario, natural gas demand continues to grow throughout the outlook, expanding by around a fifth by 2050. (*Source*: BP Energy Outlook – July 2024, page 40 f)

The trend is driven by more than 50% demand growth in emerging economies, excluding China, chiefly in the power and industrialized sectors. Chinese gas demand broadly plateaus in the 2040s and by 2050 is around a third higher than its 2022 level. Under the Net Zero scenario, gas demand peaks by around the middle of this decade and by 2050 is around half of its 2022 level, driven by a rapid switch to alternative energies in developed economies. (*Source*: BP Energy Outlook – July 2024, page 40 f)

Around 80% of natural gas consumption is abated through carbon capture and storage (CCS) technology by 2050. (*Source*: BP Energy Outlook – July 2024, page 41)

In both scenarios, demand for liquefied natural gas, a super-chilled fuel that can be transported, grows rapidly until 2030, rising by 40% and 30% above 2022 levels in the Current Trajectory and Net Zero, respectively. LNG demand increases by more than 25% over the subsequent 20 years. This demand growth requires 300 Bcma of additional liquefaction capacity to come online post 2030. (*Source*: BP Energy Outlook – July 2024, page 43)

In contrast, the gains in LNG demand out to 2030 in Net Zero are reversed over the following decade, and by 2050 global trade in LNG is around 40% below its 2022 level, implying that no additional liquefaction capacity beyond that already under construction is required. (*Source*: BP Energy Outlook – July 2024, page 42 f)

8. PROFIT FORECASTS OR ESTIMATES

Not applicable; no profit forecasts or estimates are included in this Prospectus.

9. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES

9.1. Names, business addresses and functions within the issuer of the members of the administrative, management or supervisory bodies and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer.

9.1.1. Board of Directors

The following list sets forth the name, business address, position with Zenith, time served as a director (if applicable) and the principal occupation during the last five years of each director and officer of Zenith. Directors are elected at the annual meetings of shareholders and serve until the next annual meeting or until a successor is elected or appointed. The Board presently consists of five directors.

The following table sets forth the current members of the Board of Directors of the Issuer:

Name and Surname	Date and Place of Birth	Position	Since	Until
Dr. Jose Ramon Lopez-Portillo	2 February 1954 Mexico City (Mexico)	Chairman and Non-Executive Director	24/09/2007	12/10/2025
Andrea Cattaneo	26 March 1956 Genova (Italy)	President, CEO and Executive Director	09/12/2008	12/10/2025
Dario E. Sodero	5 November 1941 Turin (Italy)	Non-Executive Director	24/06/2009	12/10/2025
Sergey Borovskiy	21 November 1972 St. Petersburg (Russia)	Non-Executive Director	24/07/2017	12/10/2025
Luca Benedetto	7 April 1971 Genova (Italy)	CFO and Executive Director	07/12/2020	12/10/2025

Source: Internal information of the Issuer as of the date of this Prospectus.

Jose Ramon Lopez-Portillo (Chairman and Non-Executive Director)

Mr. Lopez-Portillo has been managing Director and then Chairman of the Board since 24 September 2007. He is an economist with a large network of business contacts worldwide, and who previously served as Mexican Permanent Representative in Rome, Italy. Mr. Lopez-Portillo is a leading researcher in the energy security of Mexico and acts as Deputy Minister at Mexico's Planning and Budget Secretariat. Mr. Lopez-Portillo holds a Doctorate degree in Political Sciences and International Relations from the University of Oxford. The Business address for Mr. Jose Ramon Lopez-Portillo is Suite 4000, 421 7th Avenue SW, Calgary, T2P 4K9, Alberta, Canada.

Andrea Cattaneo (Director, President and CEO)

Mr. Cattaneo has been a Director of the Issuer since 9 December 2008 and has served as President and CEO of the Group since 2009. He is an energy specialist with a focus on emerging countries and has 30 years' experience in advising governments in financial, industrial and energy-related matters. Mr. Cattaneo has strong expertise and experience in structuring and negotiating contracts in the international markets, specifically the oil industry. He also has significant experience in former socialist countries and arranged the first USD loan to Vietnam, back then third poorest country in the world, towards the beginning of his financial career in 1985. Mr. Cattaneo holds an undergraduate degree in Economics from the University of Genoa and a postgraduate degree in Taxation Law from the University of Bologna. He currently serves as Non-Executive Member of the Anglo-Azerbaijan Society, Partner of the Buenos Aires Stock Exchange and Member of the IADC Caspian Chapter Steering Committee. He is a former member of the Business Advisory Council to the Great Tumen Initiative, a United Nations project for regional economic cooperation in Northeast Asia. He is one of Zenith's founders. The Business address for Mr. Andrea Cattaneo is Suite 4000, 421 7th Avenue SW, Calgary, T2P 4K9, Alberta, Canada.

Dario Ezio Sodero (Non-Executive Director and Chairman of the Audit Committee)

Mr. Sodero was appointed to the Board on 24 June 2009. As an experienced energy industry executive with 47 years of experience in North America, the Sub-Arctic, North Africa and the Middle East, Mr. Sodero has strong geological, exploration and technical expertise. Mr. Sodero has formerly acted as director and executive of several other TSX- and TSX-V-listed exploration and production companies. He served as President of CYGAM Energy Inc., a TSX listed oil and natural gas exploration and production company,

from February 2007 to April 2011. He also served as Director of CYGAM Energy Inc. from October 2005 to 25 September 2012. Mr. Sodero holds a Doctorate degree in Geology from the University of Turin, Italy. Dr. Sodero serves as Chairman of the Issuer's Audit Committee.

The Business address for Mr. Dario Ezio Sodero is Suite 4000, 421 7th Avenue SW, Calgary, T2P 4K9, Alberta, Canada.

Sergey Borovskiy (Non-Executive Director)

Mr. Sergey Borovskiy has over 25 years of experience in business management in China and Hong Kong. He has lived and worked in China since 1991 and is fluent in Russian, English and Mandarin.

The Business address for Mr. Sergey Borovskiy is Suite 4000, 421 7th Avenue SW, Calgary, T2P 4K9, Alberta, Canada.

Luca Benedetto (Chief Financial Officer and Executive Director)

Luca Benedetto is an Italian national, trained in Italy as a registered accountant with further education in IFRS accounting and consolidation at IPSOA Milan. He has more than twenty-five years of accounting, auditing and financial administration experience. Mr. Benedetto began his professional career as an accountant and computer programmer responsible for financial software development and worked for the Italian division of IBM as an internal auditor and accountant as well as providing staff training in these aforementioned fields. He also served for seven years as a financial and administrative officer in a well-established Italian company specialising in the construction of fuel and water storage tanks.

He joined the Zenith group in 2013 as Chief Financial Officer of the Group's Italian subsidiary, Canoe Italia S.p.A., and has since progressed to also hold the position of Group Financial Controller. In this capacity he has been directly involved in the monitoring of business performance, cash flow management, budgetary oversight, accounts team supervision, accounts preparation and strategic planning. Since January 2016 he has also been responsible for the compiling and reviewing of the quarterly Consolidated Financial Statements and Management's Discussion and Analysis of the Group. Luca Benedetto acts as Director of Canoe Italia S.P.A. Mr. Benedetto does not control, directly or indirectly, any shares of the Issuer. The Business address for Mr. Luca Benedetto is Suite 4000, 421 7th Avenue SW, Calgary, T2P 4K9, Alberta, Canada.

This below table represents the Directors' interests in the Issuer, as of the date of this Prospectus.

Name	Number of ordinary shares	% of share capital
ANDREA CATTANEO	49,504,584	11.11
LUCA BENEDETTO	14,010,370	3.14
SERGEY BOROWSKIY	5,719,330	1.28
DARIO SODERO ⁽¹⁾	7,750	0.01
JOSE RAMON LOPEZ-PORTILLO	4,800	0.01

- 1) Mr. Sodero controls 7,750 Common Shares of the Issuer in indirect ownership. The 7,750 Common Shares in which Dario Sodero has a beneficial interest are held by Planaval Resources Ltd., a company controlled by Mr. Sodero. Mr. Sodero owns 100% of the share capital of Planaval Resources Ltd.

Source: Financial Statements 2024, internal information of the Issuer as of the date of this Prospectus.

In addition to their respective roles and directorships at the Group, the Directors are currently members of the administrative, management or supervisory bodies or partners of the following companies or partnerships:

Name	Company/Partnership	Position
Jose Ramon Lopez-Portillo	Hybridair Ltd	Director
	World SkyCat Ltd	Director
Andrea Cattaneo	-	-
Dario Ezio Soderò	Planaval Resources Ltd	Director
Sergey Borovskiy	ITI Capital Asia	Director
	Kaisun Holdings	Director
	General Transactions Inc.	Director
	National Agency for Direct Investment (NAPI)	Director
	South China Heavy Industries Group	Director
Luca Benedetto	Ajax Resources Plc	Director

Source: Internal information of the Issuer as of the date of this Prospectus.

9.1.2. Board Committees

Zenith's Board of Directors has four committees: the Audit Committee, the Remuneration Committee and the Corporate Governance Committee.

Audit Committee

The Audit Committee comprises Jose Ramon Lopez-Portillo, Dario Soderò and Sergey Borowskiy and is chaired by Dario Soderò. The Audit Committee meets at least once a year and otherwise as required. It has responsibility for ensuring that the financial performance of the Issuer is properly reported on and reviewed, and its role includes monitoring the integrity of the financial statements of the Group (including annual and interim accounts and results announcements), reviewing the effectiveness of the Group's internal control review function and risk management systems, reviewing any changes in accounting policies, reviewing and monitoring the extent of the non-audit services undertaken by external auditors and advising on the appointment of external auditors. The Audit Committee has unrestricted access to the Group's external auditors. The ultimate responsibility for reviewing and approving the annual reports and accounts and the interim reports remains with the board. The Audit Committee gives due consideration to laws and regulations and the requirements of the Listing Rules. The Group has an Audit Committee Charter.

Remuneration Committee

The Remuneration Committee comprises Jose Ramon Lopez-Portillo, Dario Soderò and Sergey Borowskiy and is chaired by Sergey Borowskiy. The Remuneration Committee has not met during the year ended 31 March 2024. The Remuneration Committee has responsibility for determining the Group's policy on the remuneration packages of the Group's chief executive, the chairman, the executive and non-executive directors and other senior executives. The Remuneration Committee also has responsibility for (i) recommending to the board a compensation policy for directors and executives and monitoring its implementation; (ii) approving and recommending to the board and the Group's shareholders the total individual remuneration package of the chairman, each executive and nonexecutive director and the chief executive officer (including bonuses, incentive payments and share options or other share awards); and (iii) approving and recommending to the board the total individual remuneration package of all other senior

executives (including bonuses, incentive payments and share options or other share awards), in each case within the terms of the Group's remuneration policy and in consultation with the chairman of the board and/or the chief executive officer. No director or manager may be involved in any discussions as to their own remuneration.

Corporate Governance Committee

The Corporate Governance Committee comprises Sergey Borovskiy, Dario Sodero and Jose Ramon Lopez-Portillo and is chaired by Jose Ramon Lopez-Portillo. The Corporate Governance Committee has not met during the Financial Year 2024. The Corporate Governance Committee ensures that the Group has in place sufficient procedures, resources and controls to enable it to comply with its continuing obligations as a company admitted to the Standard Segment of the Official List. The Corporate Governance Committee also monitors the Group's procedures to approve (a) announcements to ensure that the information disclosed by the Group is timely, accurate, comprehensive and relevant to the business of the Group and (b) any share dealings by directors or employees or announcements made by the Group to ensure compliance with the Group's policies, the Market Abuse Regulation, the Disclosure Guidance and Transparency Rules and the Listing Rules and such other regulations to which the Group is subject from time to time.

9.2. Administrative, management, and supervisory bodies' conflicts of interests

Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.

There are potential conflicts of interest to which the directors and officers of Zenith will be subject in connection with the operations of Zenith. In particular, certain directors and officers of Zenith are involved in managerial or director positions with other oil and gas companies whose operations may, from time to time, be in direct competition with those of Zenith or with entities which may, provide financing to, or make equity investments in, competitors of Zenith. Conflicts, if any, will be subject to the procedures and remedies available under the British Columbia Business Corporations Act ("BCBCA"). The BCBCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the BCBCA.

10. MAJOR SHAREHOLDERS

10.1. To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.

The Issuer has been notified of the following interests of 3 per cent or more in its issued share capital as at the date of this Prospectus:

Name	Number of ordinary shares	% of share capital
Andrea Cattaneo ¹	49,504,584	11.11
Nordnet AB ² (through subsidiaries)	22,311,411	5.38
Luca Benedetto	14,010,370	3.14

¹ In addition Andrea Cattaneo holds warrants and stock options; his stake on a fully diluted basis considering warrants and stock options amounts to approx. 11 per cent.

² Nordnet AB holds the shares via its wholly owned subsidiaries Nordnet Pensionsförsäkring AB and Nordnet Livsförsäkring AS.
Source: Internal information of the Issuer as of the date of this Prospectus.

10.2. A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.

The Issuer does not know of any arrangement, the operation of which may at a subsequent date result in a change in control of the issuer.

11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

11.1. Historical financial information

11.1.1. Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year.

The following information and data have been extracted from, and are only a summary of, the audited consolidated financial statements of Zenith for the fiscal years ended 31 March 2024 ("**Financial Statements 2024**") and 31 March 2023 ("**Financial Statements 2023**") respectively. The Financial Statements 2024 as well as the Financial Statements 2023 have been prepared in compliance with IFRS as issued by the IASB.

The Financial Statements 2024 and the Financial Statements 2023, together with the reports of the Issuer's auditors and the respective notes to the financial statement, are incorporated by reference into this Prospectus. The financial information presented below should be read in conjunction with such audited consolidated financial statements, reports and the notes thereto.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	31 March 2024	31 March 2023
	CAD \$'000	CAD \$'000
Continuing operations		
Revenue ⁽¹⁾	1,788	13,159
Cost of sales		
Production costs	(1,085)	(5,750)
Depletion and depreciation	(3,938)	(4,747)
Gross (loss)/profit	(3,235)	2,662
Administrative expenses	(24,401)	(8,596)
Operating loss	(27,636)	(5,934)
Other gains and losses	(9,321)	(3,115)
Finance expense	(5,410)	(3,161)
Loss for the year before taxation	(42,367)	(12,210)
Taxation	-	(617)
Loss for the year from continuing operations attributable to owners of the parent	(42,367)	(12,827)
Other comprehensive income		
Items that may be subsequently reclassified to profit or loss:		
Exchange differences on translating foreign operations, net of tax	(1,444)	(3,310)

Other comprehensive loss for the year, net of tax	(1,444)	(3,310)
Total comprehensive loss for the year attributable to owners of the parent	(43,811)	(16,137)
Earnings per share	CAD \$	CAD \$
Loss for the year - basic	(0.16)	(0.01)
Loss for the year – diluted	(0.16)	(0.01)

⁽¹⁾ *The severe decrease in the revenue of the Financial Year 2024 was due by the arbitrary deprivation of the Group's interests, inter alia, in the Sidi El Kilani and Ezzaouia concessions, during a period when oil prices have since rebounded and sustained revenue generation to the benefit of Zenith's subsidiaries would have been achieved.*

CONSOLIDATED STATEMENT OF FINANCIAL POSITION	Financial year ended	
	31 March 2024	31 March 2023
ASSETS	CAD \$'000	CAD \$'000
Non-current assets		
Property, plant and equipment	134,460	227,565
Intangible Assets	540	-
Financial assets at amortised cost	-	780
	135,000	228,345
Current assets		
Inventory	2,031	6,448
Trade and other receivables	2,780	26,676
Cash and cash equivalents	207	1,442
	5,018	34,566
TOTAL ASSETS	140,018	262,911
EQUITY AND LIABILITIES		
Share capital	66,224	64,087
Share warrants & option reserve	3,381	5,329
Contributed surplus	7,389	5,441
Retained earnings	(27,016)	16,795
Total equity	49,978	91,652
Non-current liabilities		
Loans	438	-
Non-convertible bonds	31,754	25,247
Deferred consideration payable	15,409	67,372
Deferred tax liabilities	2,398	14,231
Decommissioning provision	23,301	32,645
Provision	-	606
Total non-current liabilities	73,300	140,101
Current Liabilities		
Trade and other payables	7,031	19,749
Loans	1,870	8,697
Non-convertible bonds	7,622	-
Deferred consideration payable	217	2,712
Total current liabilities	16,740	31,158
TOTAL EQUITY AND LIABILITIES	140,018	262,911

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	Attributable to owners of the parent				
	Share capital	Share warrants & option reserve	Contributed surplus	Retained earnings	Total
Balance as at 31 March 2022	60,121	5,284	4,753	32,932	103,090
Loss for the year	-	-	-	(12,827)	(12,827)
Other comprehensive income	-	-	-	(3,310)	(3,310)
Total comprehensive income	-	-	-	(16,137)	(16,137)
Share issue net of costs – debt settlement	110	-	-	-	110
Share issue net of costs - private placement	3,856	-	-	-	3,856
Value of warrants issued	-	733	-	-	733
Warrants expired	-	(572)	572	-	-
Options value adjustment	-	(116)	116	-	-
Total transactions with owners recognised directly in equity	3,966	45	688	-	4,699
Balance as at 31 March 2023	64,087	5,329	5,441	16,795	91,652
Loss for the year	-	-	-	(42,367)	(42,367)
Other comprehensive income	-	-	-	(1,444)	(1,444)
Total comprehensive income	-	-	-	(43,811)	(43,811)
Share issue net of costs – debt settlement	138	-	-	-	138
Share issue net of costs - private placement	1,999	-	-	-	1,999
Fair value of options expired	-	(563)	563	-	-
Warrants expired	-	(1,385)	1,385	-	-
Total transactions with owners recognised directly in equity	2,137	(1,948)	1,948	-	2,137
Balance as at 31 March 2024	66,224	3,381	7,389	(27,016)	49,978

CONSOLIDATED STATEMENT OF CASH FLOWS

	31 March 2024	31 March 2023
	CAD \$'000	CAD \$'000
OPERATING ACTIVITIES		
Loss for the year before taxation	(42,367)	(12,210)
Options/warrants charge	-	733
Foreign exchange	1,436	(6,037)
Depletion and depreciation	3,938	4,747
Impairment of Investments in subsidiaries	23,218	1,969
Revaluation of property, plant and equipment	(2,133)	-
Impairment of inventory	659	1,146
Accretion of decommissioning provision	(9,059)	642
Finance expense	5,008	2,764
Change in working capital	15,110	(9,598)
Net cash used in operating activities	(4,190)	(15,844)
INVESTING ACTIVITIES		
Acquisition of subsidiary undertaking	(540)	-
Purchase of property, plant and equipment	(53)	(430)
Net cash used in investing activities	(593)	(430)
FINANCING ACTIVITIES		
Proceeds from issue of shares, net of transaction costs	2,137	3,966
Finance Expense	(4,857)	(2,192)
Repayments of loans	(10,703)	(5,248)
Proceeds from loans	3,933	5,432
Proceeds from issue of bonds	13,644	15,156
Repayment of bonds	(606)	(551)
Net cash generated from financing activities	3,548	16,563
Net (decrease) / increase in cash and cash equivalents	(1,235)	289
Cash and cash equivalents at beginning of year	1,442	1,153
Cash and cash equivalents at end of year	207	1,442

Impairment of Investments in subsidiaries

As detailed on page 45 of the financial statements for the year ended 31 March 2024, the following entities have been written off, in consideration of the divestments of the Group in the country (Republic of the Congo) or due to the arbitrations currently in progress, generating an impairment of investments in subsidiaries:

<i>Name</i>	<i>Country of incorporation and place of business</i>	<i>Proportion of ownership interest</i>
Zenith Energy (O&G) Ltd	United Kingdom	100%
Anglo African Oil & Gas Congo S.A.S.	Republic of the Congo	100%
Zenith Energy África Holdings	United Kingdom	100%
Zenith Energy África Ltd	United Kingdom	100% on behalf of Zenith Energy Holdings
Ecumed Petroleum Zarzis Ltd	Tunisia	100% on behalf of Zenith Energy Africa Ltd
Zenith Overseas Assets Holdings Ltd	United Kingdom	100%
Zenith Overseas Assets Ltd	United Kingdom	100% on behalf of Zenith Overseas Assets Holdings Ltd
Canadian North Africa Oil&Gas Ltd	Tunisia	100% on behalf of Zenith Overseas Assets Ltd
Zenith Energy Congo SA	Republic of the Congo	100%
Zenith Aran Oil Company Limited	British Virgin Islands	100%

Development of the Oil Price

The following chart shows the development of monthly average West Texas Intermediate (WTI) crude oil prices for the Financial Years 2022, 2023 and 2024:

Oil selling prices in (USD)*

January 2022	February 2022	March 2022	April 2022	May 2022	June 2022
83.22	91.64	108.50	101.78	109.55	114.84
July 2022	August 2022	September 2022	October 2022	November 2022	December 2022
101.62	93.67	84.26	87.55	84.37	76.44
January 2023	February 2023	March 2023	April 2023	May 2023	June 2023
78.12	76.83	73.28	79.45	71.58	70.25
July 2023	August 2023	September 2023	October 2023	November 2023	December 2023
76.07	81.39	89.43	85.64	77.69	71.9
January 2024	February 2024	March 2024	April 2024	May 2024	June 2024
74.15	77.25	81.20	85.35	80.82	79.77
July 2024	August 2024	September 2024	October 2024	November 2024	December 2024
81.80	76.68	70.24	71.99	69.95	70.12

* For an overview of conversion rates please see pages 6-7.

Source: https://www.eia.gov/dnav/pet/pet_pri_spt_s1_m.htm.

Decommissioning costs

The Issuer recognises a decommissioning obligation in the period in which a well is drilled or acquired, and a reasonable estimate of the future costs associated with removal, site restoration and asset retirement can be made. The estimated decommissioning provision is recorded with a corresponding increase in the carrying amount of the related cost centre.

Decommissioning provisions are measured at the present value of management's best estimate of the expenditures required to settle the present obligation at the statement of financial position date. Subsequent to the initial measurement, the provision is adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognised as finance costs whereas increases/decreases due to changes in the estimated future cash flows are capitalised within D&P assets. Actual costs incurred upon settlement of the decommissioning obligations are charged against the provision to the extent the provision was established.

Most of the decommissioning events are many years in the future and the precise requirements that will have to be met when the removal event occurs are uncertain. Decommissioning technologies and costs are constantly changing, as well as political, environmental, safety and public expectations.

The estimated cost of decommissioning at the end of the producing lives of fields is reviewed periodically and is based on forecast price levels and technology at the Statement of Financial Position date. Provision is made for the estimated cost at the Statement of Financial Position date, using a discounted cash flow methodology and a risk-free rate of return.

The following table presents the reconciliation of the carrying amount of the obligation associated with the reclamation and abandonment of the Issuer's oil and gas properties:

	Six months ended 30 September 2024 (<i>unaudited</i>) CAD \$'000	Year ended 31 March 2024 (<i>audited</i>) CAD \$'000	Six months ended 30 September 2023 (<i>unaudited</i>) CAD \$'000	Year ended 31 March 2023 (<i>audited</i>) CAD \$'000
Balance – beginning of year	23,301	32,645	32,645	30,901
Accretion		765		642
On impairment of subsidiary		(9,824)		-
Foreign currency translation	649	(285)	(609)	1,102
Balance – end of year	23,950	23,301	32,036	32,645

* For an overview of conversion rates please see pages 6-7.
Source: Financial Statements 2024

The provision has been made by estimating the decommissioning cost at current prices using existing technology. The following significant weighted average assumptions were used to estimate the decommissioning obligation:

<i>Italy</i>	Six months ended 30 September 2024 (<i>unaudited</i>)	Year ended 31 March 2024 (<i>audited</i>)	Six months ended 30 September 2023 (<i>unaudited</i>)	Year ended 31 March 2023 (<i>audited</i>)
Undiscounted cash flows – uninflated	CAD \$8,000	CAD \$8,000	CAD \$8,000	CAD \$8,000
Undiscounted cash flows - inflated	CAD \$8,000	CAD \$8,000	CAD \$8,000	CAD \$8,000
Risk free rate	CAD \$8,000	CAD \$8,000	CAD \$8,000	CAD \$8,000
Inflation rate	1.4%	1.4%	1.4%	1.4%
Expected timing of cash flows	10.5 years	10.5 years	11.5 years	11.5 years

For an overview of conversion rates please see pages 6-7.
Source: Financial Statements 2024

The timings of the cash flows depend on the capital expenditure incurred and the development of assets in each concession. Each concession has a license for a set number of years; however, the licenses could be extended for longer periods if the operator incurs capital expenditure and develops the area. The application process starts after a license is not extended or when the reserves of a particular concession have been fully extracted.

11.1.2. Change of accounting reference date

If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical financial information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is shorter.

The Issuer has not changed its accounting reference date during the period for which historical financial information is required.

11.1.3. Accounting Standards

The Financial Statements 2024 as well as the Financial Statements 2023 and the Interim Financial Statements 2024 have been prepared in compliance with IFRS as adopted by the IASB.

11.1.4. Change of accounting framework

The last audited historical financial information, containing comparative information for the previous year, must be presented and prepared in a form consistent with the accounting standards framework that will be adopted in the issuer's next published annual financial statements. Changes within the issuer's existing accounting framework do not require the audited financial statements to be restated. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, the latest year of financial statements must be prepared and audited in line with the new framework.

The last audited historical financial information for the financial year ending on 31 March 2024, containing comparative information for the previous year, has been prepared in compliance with IFRS as adopted by the IASB as will the issuer's next published annual financial statements be.

11.1.5. Where the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following: (a) the balance sheet; (b) the income statement; (c) the cash flow statement; (d) the accounting policies and explanatory notes.

Not applicable.

11.1.6. Consolidated financial statements

If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.

The consolidated financial statements for the financial years ended on 31 March 2024 and 31 March 2023 are included in this Prospectus by incorporation.

11.1.7. Age of financial information

The Financial Statements 2024, which are included in this Prospectus by incorporation, are not older than 18 months from the date of this Prospectus.

11.2. Interim and other financial information

The following information and data have been extracted from, and are only a summary of, the unaudited consolidated financial statements of Zenith for the six months ended 30 September 2024 and 30 September 2023 respectively. These unaudited Financial Statements have been prepared in compliance with IFRS as issued by the IASB. These unaudited Financial Statements, together with the respective notes to the financial statement, are incorporated by reference into this Prospectus. The financial information presented below should be read in conjunction with such audited consolidated financial statements, reports and the notes thereto.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		Six months ended	
		30 September 2024	30 September 2023
	Note	CAD\$'000	CAD\$'000
Continuing operations			
Revenue		911	1,362
Cost of sales			
Production costs		(472)	(544)
Depletion and depreciation	9	(102)	(427)
Gross profit		337	391
Administrative expenses	5	(277)	(8,083)
Operating profit/(loss)		60	(7,692)
Other income		9,112	-
Finance expense	7	(3,452)	(1,438)
Gain/(Loss) for the period before taxation		5,720	(9,130)
Taxation	8	-	-
Net profit/(loss) for the period		5,720	(9,130)
Other comprehensive income/(losses)			
Items that may be subsequently reclassified to profit or loss:			
Exchange differences on translating foreign operations, net of tax (no cash item)		(1,957)	1,184
Other comprehensive income for the period, net of tax		(1,957)	1,184
Total comprehensive income/(loss) for the period attributable to owners of the parent		3,763	(7,946)
Earnings per share	20		
Profit/(loss) for the period - basic		0.02	(0.04)
Profit/(loss) for the period – diluted		0.02	(0.01)
From continuing operations - basic		0.02	(0.04)
From continuing operations - diluted		0.02	(0.01)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		Six months ended	
		30 September 2024	30 September 2023
ASSETS	Note	CAD\$'000	CAD\$'000
Non-current assets			
Property, plant and equipment	9	137,601	224,618
Financial assets at amortised cost	10	-	763
		137,601	225,381
Current assets			
Inventory	11	2,086	6,546
Trade and other receivables	12	12,210	28,925
Cash and cash equivalents		86	843
		14,382	36,314
TOTAL ASSETS		151,983	261,695
EQUITY AND LIABILITIES			
Equity attributable to equity holders of the parent			
Share capital	14	66,224	64,087
Share warrants & option reserve	15	3,197	3,995
Contributed surplus		7,573	6,775
Retained (deficit)/earnings		(23,253)	8,849
Total equity		53,741	83,706
Non-current liabilities			
Loans	17	452	-
Non-convertible bonds	18	38,720	32,531
Deferred consideration payable	6	15,409	67,372
Deferred tax liabilities	8	2,398	14,231
Decommissioning provision	19	23,950	32,036
Provision		-	593
Total non-current liabilities		80,929	146,763
Current Liabilities			
Trade and other payables	16	7,833	21,058
Loans	17	5,545	7,456
Non-convertible bonds	18	3,718	-
Deferred consideration payable	6	217	2,712
Total current liabilities		17,313	31,226
TOTAL EQUITY AND LIABILITIES		151,983	261,695

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	Attributable to owners of the parent				
	Share capital	Share warrants & option reserve	Contributed surplus	Retained earnings	Total
	CAD\$'000	CAD\$'000	CAD\$'000	CAD\$'000	CAD\$'000
Balance as at 1 April 2023	64,087	5,329	5,441	16,795	91,652
Loss for the period	-	-	-	(9,130)	(9,130)
Other comprehensive income	-	-	-	1,184	1,184
Total comprehensive loss	-	-	-	(7,946)	(7,946)
Share issue net of costs – debt settlement	-	-	-	-	-
Share issue net of costs - private placement	-	-	-	-	-
Fair value of options issued	-	(563)	563	-	-
Value of options expired	-	(771)	771	-	-
Total transactions with owners recognized directly in equity	-	(1,334)	1,334	-	-
Balance as at 30 September 2023	64,087	3,995	6,775	8,849	83,706
	CAD\$'000	CAD\$'000	CAD\$'000	CAD\$'000	CAD\$'000
Balance as at 1 April 2024	66,224	3,381	7,389	(27,016)	49,978
Profit for the period	-	-	-	5,720	5,720
Other comprehensive loss	-	-	-	(1,957)	(1,957)
Total comprehensive income	-	-	-	3,763	3,763
Share issue net of costs – debt settlement	-	-	-	-	-
Share issue net of costs - private placement	-	-	-	-	-
Fair value of options issued	-	(103)	103	-	-
Value of options expired	-	(81)	81	-	-
Total transactions with owners recognized directly in equity	-	(184)	184	-	-
Balance as at 30 September 2024	66,224	3,197	7,573	(23,253)	53,741

CONSOLIDATED STATEMENT OF CASH FLOWS

		Six months ended	
		30 September 2024	30 September 2023
OPERATING ACTIVITIES	Note	CAD\$'000	CAD\$'000
Profit/(loss) for the period before taxation		5,720	(9,130)
Foreign exchange		3,049	3,892
Finance expense	7	3,452	1,438
Impairment of property and equipment		(21,085)	-
Decommissioning provision written off		9,059	-
Impairment of other payables		(68)	-
Depletion and depreciation	9	102	427
Change in working capital	13	(8,931)	(1,941)
Net cash used in operating activities		(8,702)	(5,314)
INVESTING ACTIVITIES			
Purchase of property, plant and equipment	9	(229)	
Disposal of property, plant and equipment	9	-	1
Net cash (used)/ generated in investing activities		(229)	1
FINANCING ACTIVITIES			
Proceeds from issue of shares, net of transaction costs		2,137	-
Repayments of loans	17	(6,539)	(4,312)
Proceeds from loans	17	4,528	3,164
Interests on loans	17	(1,899)	(1,005)
Proceeds from issue of bonds	18	13,160	7,600
Repayment of bonds	18	(438)	(317)
Interests on bonds	18	(2,775)	(439)
Net cash generated from financing activities		8,174	4,691
Net decrease in cash and cash equivalents		(757)	(622)
Cash and cash equivalents at beginning of period		843	1,465
Cash and cash equivalents at end of period		86	843

11.3. Auditing of historical annual financial information

11.3.1. The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.

The Financial Statements 2024 as well as the Financial Statements 2023 have been audited by RPG Crouch Chapman LLP, as set forth in their reports included herein. The audited consolidated financial statements of Zenith as of and for the Fiscal Years 2024 and 2023 have been prepared in compliance with IFRS as adopted by the IASB.

11.3.2. Indication of other information in the registration document which has been audited by the auditors.

There is no other information in this Prospectus which has been audited by the auditors.

11.3.3. Where financial information in the registration document is not extracted from the issuer's audited financial statements state the source of the data and state that the data is not audited.

The source is mentioned below every table that contains financial data.

11.4. Legal and arbitration proceedings

11.4.1. Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.

Arbitration against the Republic of Tunisia and/or ETAP

During the financial year ended 31 March 2024, the Issuer has initiated three separate arbitrations against *Entreprise Tunisienne d'Activités Pétrolières* (the national oil company of Tunisia) ("**ETAP**"), and against the Republic of Tunisia for a total cumulative amount of claims, which after the completion of the studies made by the two quantum experts involved (which after months of work have concurred on the same amount) have reached the global amount for the three arbitrations of USD 639.5 million.

The first Arbitration ("**ICC Arbitration 1**") is against ETAP and has been initiated in the International Chamber of Commerce - ICC ("**ICC**"); the second arbitration ("**CNAOG ICC Arbitration**") was initiated also in the ICC, against the Republic of Tunisia.

The third arbitration ("**ICSID Arbitration**") was initiated against the Republic of Tunisia in the Institute for the International Centre for Settlement of Investment Disputes ("**ICSID**") and it is focused on the breaches of the Treaties applicable to the investment made by the investor, the Zenith group, in Tunisia.

The ICC Arbitration 1 has been initiated against ETAP for an amount of USD 6.7 million due to its failure to comply with its contractual obligations to pay for oil produced and sold by one of the Issuer's subsidiaries,

The CNAOG ICC Arbitration has been launched against the Republic of Tunisia, because of its arbitrary failure to lawfully recognize the acquisition, consisting in the purchase from the largest state oil company of China, CNPC China National Petroleum Corporation of its 100% owned subsidiary, CNPCI Tunisia. This corporation contains an interest in the North Kairouan permit and the Sidi El Kilani Concession in Tunisia.

The ICSID Arbitration has been filed with ICSID following various breaches of the bilateral treaty signed by Tunisia, causing a severe detriment of the Issuer's investment in Tunisia.

Summary of Arbitrations

ICC Arbitration against ETAP ("ICC Arbitration 1")

As announced on 1 November 2023, EPZ, a fully owned subsidiary of Zenith registered in Barbados, initiated ICC arbitration proceedings, seated in Paris, against ETAP, the national oil company of Tunisia. ICC Arbitration 1 was commenced following ETAP's failure to comply with its contractual obligations by not

paying for oil produced and sold by EPZ in Tunisia. The ICC Arbitration 1 claim is in the amount of approximately USD 6.7 million.

Further, on 29 November 2023, the Issuer announced that the ICC appointed arbitral tribunal for the arbitration ICC Arbitration 1 against ETAP had rejected ETAP's request to include the Tunisian State as co-defendant and ordered ETAP to pay a penalty of approximately EUR 120,000 in costs. These were positive developments that showcased the merits of our procedural conduct.

As announced on 10 July 2023, the Issuer had obtained a 'conservative seizure' for an amount equivalent to approximately USD 6.5 million deposited in a bank account in Switzerland under the name of ETAP. Unfortunately, after one year the validity of this conservative seizure expired and the money was returned to ETAP.

The trial for ICC Arbitration 1 has taken place during the month of April 2024. On 19 December 2024, the Issuer announced that has received the final decision of the arbitral tribunal in relation to the ICC Arbitration 1. The arbitral tribunal has ordered ETAP to pay a principal amount of USD 6,139,539, reflecting a revision in the price of Brent crude oil used as a basis of calculation, approximately USD 2,700,000 late payment interest levied up to the day of the ICC Arbitration 1 decision, USD 395,000 as reimbursement for procedural costs associated with the ICC Arbitration 1, and USD 450,000 in legal costs for a total amount of approximately USD 9.7 million.

Interests in connection with late payment will continue to be levied until full recovery of the Award is made. The ICC Arbitration 1 award, in accordance with article 35.6 of the applicable ICC Rules, is final and may not be appealed by the parties. It is immediately enforceable and capable of being granted execution by any competent court.

ICC Arbitration for SLK against the Republic of Tunisia ("CNAOG ICC Arbitration")

As announced on 6 December 2023, Zenith's fully owned company, CNAOG initiated ICC arbitration proceedings, seated in Geneva, against Tunisia. Zenith has originally presented a claim for damages in the amount of USD 85.8 million in connection with the CNAOG ICC Arbitration. This originally claim has been increased to USD 130 million following calculations performed by the Zenith's advisers, specifically Chapman Engineering of Calgary (METTERE IL NOME ESATTO), regarding the quantifiable damages sustained by CNAOG for the obstruction to complete and enjoy the benefit of the purchase of CNPCI Tunisia from CNPC of Beijing

CNPC Tunisia owns as main asset the concession SLK.

The claimed amount was determined by a third-party expert consultant in consideration of the following:

- CNAOG's lost production revenue and associated profitability, during a period of high energy prices, from SLK Concession until its initial expiry in December 2022.
- The volume of crude oil produced from the SLK concession and allocated to and received by CNAOG upon the completion of the acquisition.
- Unpaid invoices for oil produced and sold in the international and domestic market by ETAP, (the national oil company of Tunisia) as it happened in the case object of ICC Arbitration 1.
- The value of the 45% interest in the renewal of the SLK concession, representing a breach of CNAOG's right to renew its previously existing 22.5% interest in SLK, as well as the 22.5% interest held by Kuwait Foreign Petroleum Exploration Company K.S.C.C's subsidiary, which relinquished its interest in the SLK Concession before its initial expiry. This second 22.5% interest was due to become ours on the base of our pre-emption option as co shareholder and on the base of our formal exercise of this option, when KSCC decided to leave Tunisia.

A decision, resulting in a possible award favourable to CNAOG, is expected to be made during the summer of 2025.

ICSID Arbitration against the Republic of Tunisia ("ICSID Arbitration")

As announced on 7 June 2023, Zenith's fully owned subsidiaries (the "Investors") submitted a request for arbitration before the International Centre for Settlement of Investment Disputes in Washington DC.

The ICSID Arbitration was launched following a series of actions undertaken by Tunisia to the material detriment of the Investors including, *inter alia*, unreasonable and arbitrary obstructions in relation, primarily, to the development of the Sidi El Kilani and Ezzaouia concessions. Therefore, the ICSID Arbitration was initiated by the claimants due to the Republic of Tunisia's failure to comply with the terms of the Investment Treaty BIT United Kingdom of Great Britain and Northern Ireland - Tunisia signed in 1989.

The Investors were informed on 18 March 2024, that Anima Dispute Resolution, an international law firm dedicated to international arbitrations appointed by Tunisia as specialist counsel, had resigned with immediate effect. During the month of September 2024, the parties have deposited their final comments and supporting documents to the ICSID tribunal.

The hearings for the ICSID Arbitration are expected to take place during December 2025 and an award of the ICSID Arbitration is expected during the first or second quarter of 2026.

On 23 December 2024, the ICSID arbitral tribunal issued a decision in connection with the respondent's request to address objections to jurisdiction as a preliminary question, which was fully rejected in very severe terms by the ICSID arbitral tribunal. The arbitral tribunal's decision has dismissed the respondent's application in its entirety and has reserved all other matters, including those relating to costs, for a subsequent order, decision or award.

The amount claimed within the ICSID Arbitration, determined by a panel of international quantum experts appointed by the Issuer, is for a total principal amount of USD 503 million.

Arbitrations against the Republic of Tunisia and/or ETAP – Total claims

The total claims of the three arbitration proceedings are together in the amount of USD 639.5 million.

Lawsuit against Société de Maintenance Pétrolière

The Issuer initiated a lawsuit through its subsidiary in the Republic of the Congo, AAOG Congo, against Société de Maintenance Pétrolière ("SMP"), the rig contractor assigned for drilling services in the Tilapia oilfield, following a series of significant performance failures by the rig during drilling activities. The Claim was launched in the Paris commercial court against SMP to recover costs of USD 3.1 million relating to SMP's unsatisfactory performance.

AAOG Congo withheld the payment of SMP's final invoice for an amount of approximately USD 650,000, and exercised a retention right over the rig which, at the time, was positioned within the Tilapia oilfield. SMP subsequently retaliated by obtaining a number of unjustified seizure orders over the fixed assets of AAOG Congo in the Republic of the Congo, as well as over its local bank accounts. On 11 November 2020, the Issuer obtained a revocation of the court order that had wrongfully blocked the bank accounts. An amount of approximately USD 36,000 has been unfrozen and made available to provide additional funding for AAOG Congo. As of the date of this Prospectus, the lawsuit is still ongoing. The Issuer and SNPC are in discussions in order to settle this issue, and all capital expenditure will be deferred until the proceeds are received. Since the Issuer has not provided for the potential recovery of such costs in its cashflow projections, any success in this matter would enhance the Issuer's cash position.

Apart from the legal proceedings already mentioned, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months preceding the date of this Prospectus which may have, or have had in the recent past, significant effects on the financial position or profitability of Zenith or the Group.

11.5. Significant change in the issuer's financial position

11.5.1. A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published or provide an appropriate negative statement.

The latest unaudited financial information has been published for the six months period ending on 30 September 2024. Since that date no significant change in the financial position of the Group has occurred.

12. ADDITIONAL INFORMATION

12.1. Share capital

The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.

The issued share capital of the Issuer amounts to 445,714,354 common shares in issue and admitted to trading on the Euronext Growth of the Oslo Stock Exchange (ticker "**ZENA**"), of which 249,187,217 common shares in issue and admitted to trading on the Main Market of the London Stock Exchange (ticker "**ZEN**").

The directors are authorised to issue an unlimited number of common shares. There are no provisions in the articles of association of Issuer that require new common shares to be issued on a pre-emptive basis to existing shareholders and there are no statutory pre-emption rights.

Details of principal characteristics attached to the Common Shares

The Issuer is authorised to issue an unlimited number of common shares and preferred shares (issuable in series) having attached thereto the rights, privileges, restrictions hereinafter set forth. The authorised share structure of the Issuer consists of shares of the class and series, if any, described in the articles of association of the Issuer. Each share certificate issued by the Issuer must comply with, and be signed as required by, the Business Corporations Act (British Columbia, Canada).

The rights attaching to the Common Shares, as set out in the articles of association, contain, amongst others, the following provisions:

Rights of Shareholders

- The holders of Common Shares are entitled to vote at every meeting of the shareholders of the Issuer and have one vote for each common share.
- Subject to the rights, privileges, restrictions and conditions attached to any preferred shares of the Issuer, the holders of Common Shares are entitled to receive such dividends as the Issuer's directors may from time to time determine by resolution.

- Subject to the rights, privileges, restrictions and conditions attached to any preferred shares of the Issuer, in the event of liquidation, dissolution or winding up of the Issuer or upon the distribution of its assets, the holders of Common Shares participate pro rata in relation to its Common Shares.

Variation of rights

Subject to the Business Corporation Act (British Columbia, Canada), the Issuer may by special resolution

- create special rights or restrictions and attach those special rights or restrictions to any shares of any class or series of shares; or
- vary or delete any special rights or restriction attached to the shares of any class or series of shares.

Transfers of Common Shares

A transfer of a common share of the Issuer must not be registered unless

- a duly signed instrument of transfer in respect of the share has been received by the Issuer.
- a share certificate has been issued by the Issuer in respect of the share to be transferred: in this case the share certificate has been surrendered to the Issuer.
- non-transferable written acknowledgment of the shareholder's right to obtain a share certificate has been issued by the Issuer in respect of the share to be transferred: in this case that acknowledgment has been surrendered to the Issuer.

Other than described above, there are no provisions in the Issuer's articles of association limiting the transfer of the Common Shares.

Payment of dividends

Subject to the Business Corporations Act (British Columbia, Canada), the directors may from time to time declare and authorise the payment of dividends.

The directors may set a date as the record date for the purpose of determining shareholders to be entitled to receive the payment of a dividend. The record date must not precede the date on which the dividend is to be paid by more than two months. If no record date is set, the record date is 5 p.m. on the date on which the directors pass the resolution declaring the dividend payment.

All dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

Meetings of Shareholders

The directors may call meetings of the shareholders of the Issuer at such times and in such manner and at such places as they consider necessary or desirable, subject to the provisions of the articles of association and the Business Corporations Act (British Columbia, Canada). In addition, the directors will convene a meeting of the shareholders upon the written request of shareholders entitled to exercise 5 per cent or more of the issued shares that carry the right to vote at the meeting.

An annual general meeting of the Issuer's shareholders shall be called by at least 21 days' notice.

The omission to give notice of a meeting to a shareholder or another director, or the fact that a shareholder or another director has not received notice, does not invalidate the meeting. A shareholder may be represented at a shareholders' meeting by a proxy; such proxy holder may vote on behalf of the shareholder.

No pre-emption right of shareholders

There are no provisions in the Issuer's articles of association that require new Common Shares to be offered on a pre-emptive basis to existing shareholders.

12.2. Memorandum and Articles of Association

The register and the entry number therein, if applicable, and a description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association.

The Issuer was incorporated and registered under the Business Corporations Act (British Columbia, Canada). The Issuer is registered in the British Columbia Corporate Registry and its registered corporation number is BC0803216.

The articles of association contain no restrictions on the Issuer's principal objects or the type of business that may be carried out by the Issuer. Under Canadian law, the Issuer can enter into any business field and any business activities, except carrying on the business of (i) a bank; (ii) an association to which the Canadian Cooperative Credit Associations Act applies; (iii) a company or society to which the Canadian Insurance Companies Act applies; (iv) a company to which the Canadian Trust and Loan Companies Act applies; and (v) degree-granting educational institutions unless expressly authorized to do so by a Canadian federal or Canadian provincial agent that by law has the power to confer degree-granting authority on an educational institution.

13. MATERIAL CONTRACTS

13.1. A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or an entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.

13.1.1. Transfer Agency and Registrarship Agreement

The Issuer entered into a transfer agency and registrarship agreement (the "**Registrar Agreement**") with Olympia Trust Company ("**Olympia**") on 5 March 2008. On 11 July 2014, the Issuer consented to the assignment and transfer by Olympia to Computershare Trust Company of Canada (the "**Registrar**") of all of the right, title and interest of Olympia in the Registrar Agreement. The formal assignment and transfer to the Registrar occurred on such date as was determined by the Registrar on or before 30 November 2014.

Pursuant to the Registrar Agreement, the Issuer appoints the Registrar to act as registrar and transfer agent to the Issuer, to keep, inter alia, the registers of holders and the registers of transfers for the Common Shares in the capital of the Issuer at its principal office in Calgary, Canada and to provide certain other administrative services to the Issuer in relation to its business and affairs.

The Issuer is required to pay for the services provided in accordance with a tariff or schedule of fees, which fees are subject to revision from time to time during the term of the agreement. The Issuer is also required to reimburse all costs and expenses, including the fees, disbursements and expenses of any sub-agents, advisors and legal counsel, if applicable, incurred in carrying out the duties under the Registrar Agreement.

If the Issuer defaults in its payment obligations under the Registrar Agreement, the Registrar has the right to immediately terminate the agreement. In addition, the Registrar Agreement may be terminated by either party upon three months' written notice.

Under the Registrar Agreement the Issuer indemnifies the Registrar (provided it has acted in good faith and without negligence), its directors, officers, employees, agents and assigns against all liabilities, losses, claims, damages, penalties, actions, suits, demands, costs, expenses and disbursements (including legal and advisor fees and disbursements) howsoever arising from or out of any act or omission of the Registrar pursuant to or in relation to the Registrar Agreement.

13.1.2. Depositary Agreement

A depositary agreement dated 3 January 2017 (the "**Depositary Agreement**" between the Issuer and Computershare Investor Services PLC (the "**Depositary**") under which the Issuer appoints the Depositary to constitute and issue from time to time, upon the terms of the deed poll executed by Computershare on or about the date of the Depositary Agreement (the "**Deed Poll**"), a series of uncertificated depositary interests ("**Depositary Interests**") representing securities issued by the Issuer and to provide certain other services in connection with such Depositary Interests with a view to facilitating the indirect holding by participants in CREST. Computershare agrees that it will comply with the terms of the Deed Poll and that it will perform its obligations with reasonable care and skill. Computershare assumes certain specific obligations, including the obligation to issue to a CREST member Depositary Interests in uncertificated form and to maintain the register of Depositary Interests. Computershare undertakes to provide the depositary services in compliance with the requirements of the FSMA. Computershare will either itself or through its appointed Custodian as bare trustee hold the deposited property (which includes, *inter alia*, the securities represented by the Depositary Interests) as may be designated from time to time by the Depositary. The Issuer agrees to provide such assistance, information and documentation to Computershare as is reasonably required by Computershare for the purposes of performing its duties, responsibilities and obligations under the Deed Poll and the Depositary Agreement, including (to the extent available to the Issuer) information, which concerns or relates to Computershare's obligations under the Depositary Agreement. The agreement sets out the procedures to be followed where the Issuer is to pay or make a dividend or other distribution. The Issuer is to indemnify Computershare for any loss it may suffer as a result of the performance of the Depositary Agreement except to the extent that any losses result from Computershare's own negligence, fraud or wilful default. Computershare is to indemnify the Issuer for any loss the Issuer may suffer as a result of or in connection with Computershare's fraud, negligence or wilful default save that the aggregate liability of the Depositary to the Issuer over any 12-month period shall in no circumstances whatsoever exceed twice the amount of the fees payable to the Depositary in any 12-month period in respect of a single claim or in the aggregate. Subject to earlier termination, the Depositary is appointed for a fixed term of one year and thereafter until terminated by either party giving not less than six months' notice. In the event of termination, the parties agree to phase out the Depositary's operations in an efficient manner without adverse effect on the members of the Issuer and the Depositary shall deliver to the Issuer (or as it may direct) all documents, papers and other records relating to the Depositary Interests which are in its possession and which is the property of the Issuer. The Issuer is to pay certain fees and charges, including an annual fee, a fee based on the number of Depositary Interests per year and certain CREST related fees. Computershare is also entitled to recover reasonable out of pocket fees and expenses.

14. DOCUMENTS AVAILABLE

See section "III. GENERAL DESCRIPTION OF THE PROGRAMME – *Documents on Display*" on pages 10-11.

VII. SECURITIES NOTE FOR RETAIL NON-EQUITY SECURITIES

1. PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL

- 1.1. Identify all persons responsible for the information or any parts of it, given in the securities note with, in the latter case, an indication of such parts. In the case of natural persons, including members of the issuer's administrative, management or supervisory bodies, indicate the name and function of the person; in the case of legal persons indicate the name and registered office.**

ZENITH ENERGY LTD, with its registered office at Suite 2400, 745 Thurlow Street, Vancouver BC V6E 0C5, Canada, is solely responsible for the information given in this Prospectus.

- 1.2. A declaration by those responsible for the securities note that to the best of their knowledge, the information contained in the securities note is in accordance with the facts and that the securities note makes no omission likely to affect its import.**

Reference is made to the information provided in section "II. IMPORTANT NOTICE – *Responsibility for this Prospectus*" on page 1.

- 1.3. Where a statement or reports, attributed to a person as an expert, is included in the securities note, provide the following details for that person: (a) name, (b) business address, (c) qualifications, (d) material interest if any in the issuer.**

Not applicable.

- 1.4. Where information has been sourced from a third party, provide a confirmation that this information has been accurately reproduced and that as far as the issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. In addition, identify the source(s) of the information.**

Not applicable.

1.5. Approval of this Prospectus

This Prospectus has been approved by the FMA in its capacity as Competent Authority under the KMG 2019 and under the Prospectus Regulation.

The FMA gives no undertaking as to the economic or financial opportuneness of any transaction under this Prospectus or to the quality and solvency of the Issuer but only approves this Prospectus as meeting the standard of completeness, comprehensibility and consistence imposed by the Prospectus Regulation.

The approval by the FMA should not be considered as an endorsement of the quality of the securities that are the subject of this Prospectus.

Possible investors should make their own assessment as to the suitability of investing in the securities.

2. RISK FACTORS

For a detailed list of risk factors concerning the Notes see section "IV. RISK FACTORS – 5. *Risk Factors regarding the Notes*" on pages 28-32.

3. ESSENTIAL INFORMATION

3.1. A description of any interest, including a conflict of interest that is material to the issue/offer, detailing the persons involved and the nature of the interest.

The Issuer is entitled to purchase or sell Notes for its own account and to issue further Notes. In addition, the Issuer may, on a daily basis, act on the national and international finance and capital markets. Other interest of natural and legal persons involved in the issue will be disclosed in the Final Terms.

3.2. Reasons for the offer to the public or for the admission to trading. Where applicable, disclosure of the estimated total expenses of the issue/offer and the estimated net amount of the proceeds. These expenses and proceeds shall be broken into each principal intended use and presented in order of priority of such uses. If the issuer is aware that the anticipated proceeds will not be sufficient to fund all the proposed uses, then state the amount and sources of other funds needed.

The net proceeds from each issue of Notes will be applied by the Issuer for its general corporate purpose to develop the Group's operations in Italy unless the relevant Final Terms specify a different use of proceeds. If applicable, further reasons for the offer or a different use of proceeds will be disclosed in the relevant Final Terms.

In order to reach the production capacities as listed in the Chapman Report 2024, further capital in the amount of approx. USD 4 million will be required in Italy, to be funded with the proceeds from the issuance of Notes under the Programme. With regard to Italy the usage of the net proceeds raised from the issue of the Notes is described in section "VI. REGISTRATION DOCUMENT FOR RETAIL NON-EQUITY SECURITIES – 4.1.8. *Description of the expected financing of the Issuer's activities* " on pages 47-49.

In Tunisia and the United States is no further capital required given that the development is financed by the cash flow of the local operations. With regard to the Bibane concession the cash flow generated by the location itself, will be utilised for a well intervention in well EBB-3, with the objective of restoring production for the El Bibane at a rate of a total of 500 bbl/d. The restoration of the production from well EBB-3 requires approximately an amount of USD 3.5 million.

In the case that the anticipated proceeds by the issuance of Notes under the Programme will not amount to USD 100,000,000 million, Zenith will continue to raise equity from shareholders and new investors. Current shareholders' holdings of ordinary shares may be materially diluted if the financing of the operations of the Group will be continued via issuing new shares rather than by the issuance of Notes under the Programme.

If the Issuer is not able to secure the capital required at all or only under terms which are not acceptable to the Issuer, the Issuer may be required to reduce the scope of its operations.

The estimated total expenses of the issue/offer and the estimated net amount of the proceeds of the issue/offer will be disclosed in the relevant Final Terms.

4. INFORMATION CONCERNING THE SECURITIES TO BE OFFERED TO THE PUBLIC/ADMITTED TO TRADING

4.1. A description of the type and the class of the securities being offered to the public and/or admitted to trading.

The Notes are direct, unsecured, unconditional and unsubordinated, fixed rate debt securities, issued in the form of bearer Notes.

Notes will be issued in Tranches, each Tranche consisting of Notes which are identical in all respects. One or more Tranches, which are expressed to be consolidated and form a single series and are identical in all respects, but may have different issue dates, interest commencement dates, reoffer prices, issue prices and dates for first interest payments may form a Series of Notes. An issue of Notes under the Programme may become part of an existing Series of Notes previously issued under this Programme in which case the relevant Final Terms will give detailed information on the principal amount, the issue date and the series number of the existing Series of Notes to be increased.

The specific terms of each Tranche will be determined at the time of offering of such Tranche based on then prevailing market conditions and will be set forth in the relevant Final Terms as described in more detail below. Each Series will be represented by a global note, without interest coupons. The Final Terms will be available in electronic form on the website of the Issuer under <https://www.zenithenergy.ca/investors> and during usual business hours free of charge at the corporate seat of the Issuer.

Notes will be issued in such denominations as determined by the Issuer and specified in the relevant Final Terms, save that the minimum denomination of the Notes will be EUR 1,000 or, the equivalent amount in another currency.

4.2. Legislation under which the securities have been created.

The Notes and all other documentation relating to the Programme are governed by German law. The place of performance shall be Frankfurt am Main, Federal Republic of Germany. Exclusive jurisdiction is, to the extent legally permissible, the court of competent jurisdiction specified in the Final Terms but the Issuer reserves the right to bring an action before an otherwise competent court.

4.3. An indication of whether the securities are in registered form or bearer form and whether the securities are in certificated form or book-entry form.

The Notes are being issued in bearer form ("**Bearer Notes**").

Each Tranche of Notes in bearer form will initially be in the form of either

- (i) a temporary global note in bearer form (the "**Temporary Global Note**"), without interest coupons, or
- (ii) a permanent global note in bearer form (the "**Permanent Global Note**"), without interest coupons,

in each case as specified in the relevant Final Terms. Each Temporary Global Note or, as the case may be, Permanent Global Note (each a "**Global Note**") which is not intended to be issued in new global note ("**NGN**") form, as specified in the relevant Final Terms, will be deposited on or around the issue date of the relevant Tranche of the Notes with a depositary or a common depositary for Euroclear Bank SA/NV as operator of the Euroclear System ("**Euroclear**") and/or Clearstream Banking, S.A. Luxembourg ("**CBL**") and/or any other relevant clearing system and each Global Note which is intended to be issued in NGN form, as specified in the relevant Final Terms, will be deposited on or around the issue date of the relevant Tranche

of the Notes with a common safekeeper for Euroclear and/or CBL. Global Notes may also be deposited with CBF or OeKB CSD.

On 13 June 2006 the European Central Bank (the "ECB") announced that Notes in NGN form are in compliance with the "Standards for the use of EU securities settlement systems in ESCB credit operations" of the central banking system for the euro (the "Eurosystème"), provided that certain other criteria are fulfilled. At the same time the ECB also announced that arrangements for Notes in NGN form will be offered by Euroclear and CBL as of 30 June 2006 and that debt securities in global bearer form issued through Euroclear and CBL after 31 December 2006 will only be eligible as collateral for Eurosystem operations if the NGN form is used.

Notes initially represented by a Temporary Global Note exchangeable for Permanent Global Note

If the relevant Final Terms specifies the form of Notes as being "Temporary Global Note exchangeable for a Permanent Global Note", then the Notes will initially be in the form of a Temporary Global Note which will be exchangeable, in whole or in part, for interests in a Permanent Global Note, without interest coupons, not earlier than 40 days after the issue date of the relevant Tranche of the Notes upon certification as to non-U.S. beneficial ownership.

No payments will be made under the Temporary Global Note unless exchange for interests in the Permanent Global Note is improperly withheld or refused.

Whenever any interest in the Temporary Global Note is to be exchanged for an interest in a Permanent Global Note, the Issuer shall procure (in the case of first exchange) the delivery of a Permanent Global Note to the bearer of the Temporary Global Note or (in the case of any subsequent exchange) an increase in the principal amount of the Permanent Global Note in accordance with its terms against:

Legend concerning United States persons

Each Global Note will bear the following legend: "Any United States person (as defined in the U.S. Internal Revenue Code of 1986) who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in sections 165(j) and 1287(a) of the U.S. Internal Revenue Code of 1986."

4.4. Total amount of the securities offered to the public/admitted to trading. If the amount is not fixed, an indication of the maximum amount of the securities to be offered (if available) and a description of the arrangements and time for announcing to the public the definitive amount of the offer.

The total aggregate principal amount of the Notes from time to time outstanding under the Programme may not at any time exceed EUR 100,000,000.

4.5. Currency of the securities issue.

Subject to compliance with all relevant laws, regulations and directives, Notes may be issued in such currencies as determined by the Issuer in the Final Terms. A Noteholder of a Note denominated in a foreign currency may be exposed to the risk of changes in currency exchange rates which may affect the yield of such Notes.

4.6. The relative seniority of the securities in the issuer's capital structure in the event of insolvency, including, where applicable, information on the level of subordination of the securities and the potential impact on the investment in the event of a resolution under Directive 2014/59/EU.

The obligations under the Notes constitute direct, unconditional and unsecured obligations of the Issuer which will at all times rank *pari passu* among themselves and at least *pari passu* with all other present and future unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

The issuer does not fall within the scope of Directive 2014/59/EU.

4.7. A description of the rights attached to the securities, including any limitations of those rights, and procedure for the exercise of those rights.

4.7.1. General

Each noteholder has the right to claim payment of interest and principal from the Issuer when such payments are due according to the Terms and Conditions of the Notes.

4.7.2. Early redemption of the Notes upon occurrence of an Event of Default

The Notes can be redeemed prior to their stated maturity at the option of the Noteholders, upon the occurrence of an event of default. Events of default include, *inter alia*, (i) non-payment of capital or interest, (ii) non-performance of any other obligation under the Notes, (iii) bankruptcy or insolvency proceedings are commenced, (iv) Issuer is wound up or dissolved, (v) the Issuer ceases to carry on its business, (vi) the Issuer ceases to carry on its business.

4.7.3. Early Redemption at the option of the Issuer at a specified redemption amount

The Notes can be redeemed at the option of the Issuer upon giving notice within the specified notice period to the Holders on a date or dates specified prior to such stated maturity and at the redemption amount specified in the notice of redemption together with accrued interest to, but excluding, the relevant redemption date.

4.7.4. Statue of limitation

The presentation period provided in § 801 paragraph 1, sentence 1 BGB (*German Civil Code*) is reduced to ten years. Therefore, the claim under a bearer bond is extinguished at the end of ten years after the occurrence of the time stipulated for payment if the document has not been presented for redemption prior to the end of ten years. If presentation occurs, then the claim is statute-barred in two years from the end of the submission period. Presentation is equivalent to judicial assertion of the claims under the document.

For interest coupons, the period for presentation period is four years. The period of time commences at the close of the year in which the time stipulated for payment occurred.

4.7.5. Negative Pledge

The Terms and Conditions of the Notes provide for no negative pledge of the Issuer.

4.8. Interest

4.8.1. The nominal interest rate

The Notes bear a fixed interest income throughout the entire term of the Notes. Fixed interest will be payable on such basis as may be agreed between the Issuer and the relevant Dealer(s) as specified in the relevant Final

Terms and at maturity and will be calculated on the basis of such day count fraction as may be agreed between the Issuer and the relevant Dealer(s) and indicated in the applicable Final Terms.

4.8.2. The provisions relating to interest payable

The applicable interest rate may differ from time to time or be constant for any Series of Notes and will be defined in the Final Terms.

4.8.3. The date from which interest becomes payable

To be specified in the Final Terms.

4.8.4. The due dates for interest

To be specified in the Final Terms.

4.8.5. The time limit on the validity of claims to interest and repayment of principal.

The presentation period provided in § 801 paragraph 1, sentence 1 BGB (*German Civil Code*) is reduced to ten years. Therefore, the claim under a bearer bond is extinguished at the end of ten years after the occurrence of the time stipulated for payment if the document has not been presented for redemption prior to the end of ten years. If presentation occurs, then the claim is statute-barred in two years from the end of the submission period. Presentation is equivalent to judicial assertion of the claims under the document.

For interest coupons, the period for presentation period is four years. The period of time commences at the close of the year in which the time stipulated for payment occurred.

4.9. Maturity date and details of the arrangements for the amortisation

The notes will be redeemed on the Maturity Date at their redemption amount as defined in the Final Terms. Notes will be redeemed at a minimum of 100 per cent of the nominal value of the Notes.

Such maturity dates may be agreed between the Issuer and the relevant Dealer(s) and will be indicated in the relevant Final Terms.

Subject to the restrictions set out above, the Final Terms in respect of each issue of Notes will state whether such Notes may be redeemed prior to their stated maturity at the option of the Issuer (in whole but not in part).

4.10. An indication of yield and a description of the method whereby the yield is to be calculated in summary form.

To be specified in the Final Terms.

If not indicated otherwise in the Final Terms, the yield for Fixed Rate Notes will be calculated by the use of the ICMA method, which determines the effective interest rate of Notes taking into account accrued interest on a daily basis.

4.11. Representation of non-equity security holders including an identification of the organisation representing the investors and provisions applying to such representation. Indication of the website where the public may have free access to the contracts relating to these forms of representation.

The Terms and Conditions provide that Noteholders are entitled to appoint a joint representative by a majority resolution of the Noteholders. The rules pertaining to resolutions of Noteholders are set out in the German Act on Issues of Debt Securities,

4.12. In the case of new issues, a statement of the resolutions, authorisations and approvals by virtue of which the securities have been or will be created and/or issued.

The establishment of the Programme was authorised by a resolution of the Executive Board of the Issuer dated 4 November 2019. With resolution of the Board of Directors of the Issuer dated 22 February 2023 the maximum aggregate principal amount of all Notes at any one time outstanding under the Programme was increased from EUR 25,000,000 to EUR 50,000,000. With a resolution of the Board of Directors of the Issuer dated 13 July 2023 the maximum aggregate principal amount of all Notes at any one time outstanding under the Programme was further increased from EUR 50,000,000 to EUR 80,000,000. With a resolution of the Board of Directors of the Issuer dated 15 December 2023 the maximum aggregate principal amount of all Notes at any one time outstanding under the Programme was again increased from EUR 80,000,000 to EUR 100,000,000. Tranches of Notes will be issued in accordance with internal approvals by the Issuer, as in force at the time of issue.

4.13. The issue date or in the case of new issues, the expected issue date of the securities.

To be specified in the Final Terms.

4.14. A description of any restrictions on the transferability of the securities.

Not applicable. The Notes are freely transferable.

4.15. Tax warning

The tax legislation of the noteholder's Member State and of the issuer's country of incorporation may have an impact on the income received from the securities.

Noteholders should be aware that the Final Terms of any Notes may affect the treatment of that Series of Notes and they should consult their professional tax advisers.

4.16. If different from the issuer, the identity and contact details of the offeror, of the securities and/or the person asking for admission to trading, including the legal entity identifier (LEI) where the offeror has legal personality.

The identity and contact details of any offeror, of the securities and/or the person asking for admission to trading will be disclosed in the Final Terms, if different from the Issuer.

5. TERMS AND CONDITIONS OF THE OFFER OF SECURITIES TO THE PUBLIC

5.1. Conditions, offer statistics, expected timetable and action required to apply for the offer

5.1.1. Conditions to which the offer is subject

The offer of Notes under this Programme is not subject to any conditions. The Terms and Conditions of the Issue are to be read in conjunction with this Prospectus and, together with the Prospectus, contain complete and comprehensive information about the Programme and each issue of Notes. An issue specific summary of the individual issue of the Notes will be annexed to the respective Final Terms.

5.1.2. The time period, including any possible amendments, during which the offer will be open. A description of the application process.

The time period during which the offer will be open, will be set out in the Final Terms. The period may be extended or shortened.

The possibility to make an offer will be communicated to possible noteholders by the Issuer and any distribution partners. The offer to subscribe for Notes must be made by the applicants. The Issuer reserves the right to (total or partial) acceptance of the subscription offerings.

5.1.3. A description of the possibility to reduce subscriptions and the manner for refunding amounts paid in excess by applicants.

A reduction of subscriptions is not provided in principle. The Issuer, however, has the right to reduce subscriptions at its own discretion and as set forth in the Final Terms; if the Issuer avails itself of this right, applicants will be reimbursed the overpaid amounts.

5.1.4. Details of the minimum and/or maximum amount of the application, (whether in number of securities or aggregate amount to invest).

The minimum and/or maximum amount of the application will be set forth in the Final Terms.

5.1.5. Method and time limits for paying up the Notes and for delivery of the Notes.

To be specified in the Final Terms.

5.1.6. A full description of the manner and date in which results of the offer are to be made public.

To be specified in the Final Terms.

5.1.7. The procedure for the exercise of any right of pre-emption, the negotiability of subscription rights and the treatment of subscription rights not exercised.

Not applicable.

5.2. Plan of distribution and allotment.

5.2.1. The various categories of potential investors to which the securities are offered. If the offer is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these, indicate any such tranche.

Notes may be offered to qualified investors and/or retail investors as further specified in the relevant Final Terms. If an offer of Notes does not require to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, this Prospectus shall be deemed a voluntary Prospectus pursuant to Article 4 of the Prospectus Regulation.

The relevant Final Terms will specify whether the offer is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these countries.

5.2.2. Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made.

To be specified in the Final Terms.

5.3. Pricing

5.3.1. An indication of the expected price at which the securities will be offered.

To be specified in the Final Terms.

5.3.2. Where an indication of the expected price cannot be given, a description of the method of determining the price, pursuant to Article 17 of Regulation (EU) 2017/1129, and the process for its disclosure.

If an indication of the expected price at which the securities will be offered cannot be given, the price will be determined in line with market prices for comparable financial products. The detailed method is to be specified in the Final Terms.

5.3.3. Indication of the amount of any expenses, and taxes charged to the subscriber or purchaser. Where the issuer is subject to Regulation (EU) No 1286/2014 or Directive 2014/65/EU and to the extent that they are known, include those expenses contained in the price.

The Issuer will not charge any subscribers or purchasers any special costs and taxes. However, customary service fees / fees paid by the Issuer to Distributors may already be included in the Issue Price of the Securities and will be disclosed – to the extent that they are known – in the relevant Final terms.

Costs and expenses incurred in the indirect acquisition are not subject to the influence of the Issuer.

5.4. Placing and Underwriting

5.4.1. Name and address of the coordinator(s) of the global offer and of single parts of the offer and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place.

As of the date of this Prospectus the issuer is not collaborating with coordinators or placers. Any future appointed coordinators and/or placers will be disclosed in the Final Terms.

5.4.2. Name and address of any paying agents and depository agents in each country.

To be specified in the Final Terms.

5.4.3. Name and address of the entities agreeing to underwrite the issue on a firm commitment basis, and name and address of the entities agreeing to place the issue without a firm commitment or under 'best efforts' arrangements. Indication of the material features of the agreements, including the quotas. Where not all of the issue is underwritten, a statement of the portion not covered. Indication of the overall amount of the underwriting commission and of the placing commission.

The Notes will not be underwritten based on a firm commitment, nor have any entities agreed to place the issue without a firm commitment or under "best efforts" arrangements, if not specified otherwise in the Final Terms. If applicable, the Final Terms will also specify the material features of the agreements, including the quotas, and the indication of the overall amount of the underwriting commission and of the placing commission. Where not all of the issue is underwritten, a statement of the portion not covered will be included in the Final Terms.

5.4.4. When the underwriting agreement has been or will be reached.

At the date of this Prospectus no underwriting agreement has been reached. If an underwriting agreement will be reached, the respective date will be disclosed in the Final Terms.

6. ADMISSION TO TRADING AND DEALING ARRANGEMENTS

6.1. An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market, other third country markets, SME Growth Market or MTF with an indication of the markets in question. This circumstance must be set out, without creating the impression that the admission to trading will necessarily be approved. If known, give the earliest dates on which the securities will be admitted to trading.

The Issuer may make an application for the Notes to be included in trading on the Vienna MTF. The Vienna MTF is a multilateral trading facility (MTF) operated by the Vienna Stock Exchange. The inclusion in trading on the Vienna MTF is subject to the approval of the Vienna Stock Exchange.

The Issuer may apply for the listing on other multilateral trading facility (MTF) operated by other stock exchanges, if specified in the Final Terms. The inclusion of Notes to trading on such MTFs is subject to the approval of the relevant stock exchange.

The Issuer may decide that Notes issued under the Programme will not be listed on any stock exchange, if specified in the Final Terms.

6.2. All the regulated markets or third country markets, SME Growth Market or MTFs on which, to the knowledge of the issuer, securities of the same class of the securities to be offered to the public or admitted to trading are already admitted to trading.

As of the date of this Prospectus, Zenith has issued the following Notes under the Programme which have been included to trading on the Vienna MTF of the Vienna Stock Exchange:

Currency	ISIN
EUR	XS2478298909
EUR	XS2647375752
EUR	XS2796492572
GBP	XS2478299030
GBP	XS2638487996
GBP	XS2796492812
USD	XS2478299113
USD	XS2796492655
USD	XS2638488028

The Vienna MTF of the Vienna Stock Exchange is not a regulated market for the purposes of the MiFID II. Any further information will be specified in the Final Terms.

6.3. In the case of admission to trading on a regulated market, the name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment.

The Notes issued under the Programme are currently not admitted to trading on a regulated market. Any further information will be specified in the Final Terms.

6.4. The issue price of the securities.

To be specified in the Final Terms.

7. ADDITIONAL INFORMATION

7.1. If advisors connected with an issue are referred to in the securities note, a statement of the capacity in which the advisors have acted.

Not applicable, as no advisors connected with an issue are referred to in the securities note.

7.2. An indication of other information in the securities note which has been audited or reviewed by statutory auditors and where auditors have produced a report. Reproduction of the report or, with permission of the competent authority, a summary of the report.

Not applicable.

- 7.3. Credit ratings assigned to the securities at the request or with the cooperation of the issuer in the rating process. A brief explanation of the meaning of the ratings if this has previously been published by the rating provider.**

Not applicable. No credit rating will be assigned to the securities.

- 7.4. Where the summary is substituted in part with the information set out in points (c) to (i) of paragraph 3 of Article 8 of Regulation (EU) No 1286/2014, all such information to the extent it is not already disclosed elsewhere in the securities note, must be disclosed.**

To be specified in the relevant Final Terms.

VIII. TERMS AND CONDITIONS OF THE NOTES AND RELATED INFORMATION

The following is the text of the terms and conditions which, as completed by the relevant Final Terms, will be endorsed on each Note in definitive form issued under the Programme.

This section "VIII. TERMS AND CONDITIONS OF THE NOTES AND RELATED INFORMATION" comprises the following parts:

1. the Terms and Conditions of the Notes; and
2. the Form of Final Terms.

1. TERMS AND CONDITIONS OF THE NOTES

TERMS AND CONDITIONS OF THE NOTES

(ENGLISH LANGUAGE VERSION)

TERMS AND CONDITIONS OF FIXED RATE NOTES

§ 1

CURRENCY, DENOMINATION, FORM, TITLE CERTAIN DEFINITIONS

(1) *Currency, Denomination.* This tranche [insert tranche number] of Notes (the "**Notes**") which itself or, together with one or more other tranches, shall comprise a "**Series**", is being issued by ZENITH ENERGY LTD in [insert specified currency] (the "**Specified Currency**") in the aggregate principal amount (subject to § 1(6) of [insert aggregate principal amount] (in words: [insert aggregate principal amount in words]) in a denomination of [insert Specified Denomination] (the "**Specified Denomination**").

[If the Tranche becomes part of an existing Series, insert: This Tranche [insert number of tranche] shall be consolidated and form a single Series [insert number of series] with the Series [number of series], ISIN [●], Tranche 1 issued on [insert Issue Date of Tranche 1] **[For each further Tranche, insert:** and Tranche [insert number of tranche] issued on [insert Issue Date of this Tranche] of this Series]. The aggregate principal amount of Series [insert number of series] is [insert aggregate principal amount of the consolidated Series [insert number of series].]

[In case of Notes which are exclusively represented by a Permanent Global Note insert:

(2) *Form: Permanent Global Note*

The Notes are being issued in bearer form. The Notes are represented by a permanent global note (the "**Permanent Global Note**" or the a "**Global Note**") without coupons; the claim for interest payments under the Notes is represented by the Permanent Global Note. The Permanent Global Note shall be signed manually or in facsimile by two authorised signatories of the Issuer and shall each be authenticated by or on behalf of the Fiscal Agent.]

[In case of Notes which are initially represented by a Temporary Global Note, which will be exchangeable for a Permanent Global Note, insert:

(2) *Form: Temporary Global Note - Exchange*

The Notes are being issued in bearer form.

(a) The Notes are initially represented by a temporary global note (the "**Temporary Global Note**") without coupons. The Temporary Global Note will be exchangeable for Notes in Specified Denominations represented by a permanent global note (the "**Permanent Global Note**") without coupons. The Temporary Global Note and the Permanent Global Note (each a "**Global Note**") shall each be signed manually or in facsimile by two authorised signatories of the Issuer and shall each be authenticated by or on behalf of the Fiscal Agent. Definitive Notes and interest coupons will not be issued.

- (b) The Temporary Global Note shall be exchanged for the Permanent Global Note on a date not earlier than 40 days after the date of issue of the Temporary Global Note. Such exchange shall only be made upon delivery of certifications to the effect that the beneficial owner or owners of the Notes represented by the Temporary Global Note is not a U.S. person (other than certain financial institutions or certain persons holding Notes through such financial institutions). Payment of interest on Notes represented by a Temporary Global Note will be made only after delivery of such certifications. A separate certification shall be required in respect of each such payment of interest. Any such certification received on or after the 40th day after the date of issue of the Temporary Global Note will be treated as a request to exchange such Temporary Global Note pursuant to subparagraph (b) of this § 1 (3). Any securities delivered in exchange for the Temporary Global Note shall be delivered only outside of the United States (as defined in § 4 (3)).]

(3) *Clearing System.* [The] [Each] Temporary Global Note will be kept in custody by or on behalf of a Clearing System until all obligations of the Issuer under the Notes have been satisfied. "Clearing System" means [If more than one Clearing System, insert: each of] the following: [Clearstream Banking AG, Frankfurt am Main ("CBF")] [Clearstream Banking, société anonyme, Luxembourg ("CBL")] [Euroclear Bank SA/NV ("Euroclear")] [CBL and Euroclear each an "ICSD" and together the "ICSDs"] [OeKB CSD GmbH ("OeKB CSD")] [,] [and] [specify other Clearing System] or any successor in respect of the functions performed by [If more than one Clearing System, insert: each of the Clearing Systems] [If one Clearing System, insert: the Clearing System].

[In the case of Notes kept in custody on behalf of the ICSDs, insert:

The Notes are issued in new global note ("NGN") form and are kept in custody by a common safekeeper on behalf of both ICSDs.]

(4) *Noteholder.* "Noteholder" means any holder of a proportionate co-ownership or other beneficial interest or right in the Notes.

(5) *Records of the ICSDs.* The aggregate principal amount of Notes represented by the Global Note shall be the aggregate amount from time to time entered in the records of both ICSDs. The records of the ICSDs (which expression means the records that each ICSD holds for its customers which reflect the amount of such customer's interest in the Notes) shall be conclusive evidence of the aggregate principal amount of Notes represented by the Global Note and, for these purposes, a statement issued by an ICSD stating the aggregate principal amount of Notes so represented at any time shall be conclusive evidence of the records of the relevant ICSD at that time.

On any redemption or payment of an instalment or interest being made in respect of, or purchase and cancellation of, any of the Notes represented by the Global Note the Issuer shall procure that details of such redemption, payment or purchase and cancellation (as the case may be) in respect of the Global Note shall be entered pro rata in the records of the ICSDs and, upon any such entry being made, the aggregate principal amount of the Notes recorded in the records of the ICSDs and represented by the Global Note shall be reduced by the aggregate principal amount of the Notes so redeemed or purchased and cancelled or by the aggregate amount of such instalment so paid.]

[In the case of a Temporary Global Note, insert: On an exchange of a portion only of the Notes represented by a Temporary Global Note, the issuer shall procure that details of such exchange shall be entered *pro rata* in the records of the ICSDs.]

(6) *Title.*

- (a) A Noteholder will (except as otherwise required by applicable laws or regulatory requirements) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any interest thereof or therein, any writing thereon, or any theft or loss thereof) and no person shall be liable for so treating such Noteholder.

- (b) The transfer of title to Notes is effected by agreement on the transfer among the relevant parties and by delivery or otherwise in accordance with any applicable laws and regulations including the rules of any relevant Clearing System. References herein to "Noteholders" of Notes are to the bearers of such Notes.

(7) *Business Day*. In these Terms and Conditions, "**Business Day**" means a day which is a day (other than a Saturday or a Sunday) on which both (i) the Clearing System, and (ii) **[If the Specified Currency is Euro insert: [TARGET (as defined below)] [and commercial banks and foreign exchange markets in [insert all relevant financial centres]] [If the Specified Currency is not Euro insert: commercial banks and foreign exchange markets in [insert all relevant financial centres]]** settle payments.

[If TARGET is applicable, insert: "TARGET" means the Trans-European Automated Real-time Gross Settlement Express Transfer payment system 2 or any successor system thereto.]

§ 2 STATUS

- (1) *Status*. The obligations under the Notes constitute direct, unconditional and unsecured obligations of the Issuer which will at all times rank *pari passu* among themselves and at least *pari passu* with all other present and future unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

§ 3 INTEREST

- (1) *Rate of Interest and Interest Payment Dates*. The Notes shall bear interest on their principal amount at the rate of **[insert Rate of Interest]** per cent per annum from (and including) **[insert Interest Commencement Date]** (the "**Interest Commencement Date**") to (but excluding) the Maturity Date (as defined in § 5 (1)).

Interest shall be payable in arrears on **[insert Fixed Interest Date or Dates]** in each year (each such date, an "**Interest Payment Date**"), subject to adjustment in accordance with § 4 (5). The first payment of interest shall, subject to adjustment in accordance with § 4 (5), be made on **[insert First Interest Payment Date]** **[If First Interest Payment Date is not first anniversary of Interest Commencement Date, insert: and will amount to [insert Initial Broken Amount per Specified Denomination] per Note]**.

[If the Maturity Date is not a Fixed Interest Date, insert: Interest in respect of the period from [insert Fixed Interest Date preceding the Maturity Date] (inclusive) to the Maturity Date (exclusive) will amount to [insert Final Broken Amount per Specified Denomination] per Note.]

[If Actual/Actual (ICMA) insert: The number of interest determination dates per calendar year (each a "Determination Date" is [insert number of regular interest payment dates per calendar year].]

- (2) *Accrual of Interest*. The Notes shall cease to bear interest from the day preceding their due date for redemption. If the Issuer shall fail to redeem the Notes when due, interest shall continue to accrue on the outstanding principal amount of the Notes beyond the due date until the day preceding the day of actual redemption of the Notes. This does not affect any additional rights that might be available to the Noteholders.

- (3) *Calculation of Interest for Partial Periods*. If interest is required to be calculated for a period of less than a full year, such interest shall be calculated on the basis of the Day Count Fraction (as defined below).

- (4) *Day Count Fraction*. "**Day Count Fraction**" means, in respect of the calculation of an amount of interest on any Note for any period of time (the "**Calculation Period**"):

[In the case of Actual/Actual (ICMA), insert:

1. in the case of Notes where the number of days in the relevant period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (the "**Accrual Period**") is equal to or shorter than the Determination Period during which the Accrual Period ends, the number of days in such Accrual Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Dates (as specified in § 3 (1)) that would occur in one calendar year; or
2. in the case of Notes where the Accrual Period is longer than the Determination Period during which the Accrual Period ends, the sum of:
 - the number of days in such Accrual Period falling in the Determination Period in which the Accrual Period begins divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates (as specified in § 3 (1)) that would occur in one calendar year; and
 - the number of days in such Accrual Period falling in the next Determination Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates (as specified in § 3 (1)) that would occur in one calendar year.

"Determination Period" means the period from (and including) an Interest Payment Date or, if none, the Interest Commencement Date to, but excluding, the next or first Interest Payment Date.]

[In the case of 30/360, insert: the number of days in the period from and including the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to but excluding the relevant payment date (such number of days being calculated on the basis of 12 30-day months) divided by 360.]

[In the case of ACT/ACT (ISDA) or Actual/365, insert: the actual number of days in the Calculation Period divided by 365 (or, if any calculation portion of that period falls in a leap year, the sum of (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Calculation Period not falling in a leap year divided by 365).]

[In the case of Actual/ 365 (Fixed), insert: the actual number of days in the Calculation Period divided by 365.]

[In the case of Actual/360, insert: the actual number of days in the Calculation Period divided by 360.]

[In the case of 30/360, 360/360 or Bond Basis, insert: the number of days in the Calculation Period divided by 360, the number of days to be calculated on the basis of a year of 360 days with 12 30-day months (unless (A) the last day of the Calculation Period is the 31st day of a month but the first day of the Calculation Period is a day other than the 30th or 31st day of a month, in which case the month that includes that last day shall not be considered to be shortened to a 30-day month, or (B) the last day of the Calculation Period is the last day of the month of February in which case the month of February shall not be considered to be lengthened to a 30-day month).]

[In the case of 30E/360 or Eurobond Basis, insert: the number of days in the Calculation Period divided by 360 (the number of days to be calculated on the basis of a year of 360 days with 12 30-day months, without regard to the date of the first day or last day of the Calculation Period unless, in the case of the final Calculation Period, the Maturity Date is the last day of the month of February, in which case the month of February shall not be considered to be lengthened to a 30-day month).]

§ 4
PAYMENTS

(1) *Payment of Principal and Interest*

(a) *Payment of Principal.* Payment of principal in respect of Notes shall be made, subject to paragraph (2) below, to the Clearing System or to its order for credit to the accounts of the relevant accountholders of the Clearing System upon presentation and (except in the case of partial payment) surrender of the Global Note representing the Notes at the time of payment at the specified office of the Fiscal Agent outside the United States.

(b) *Payment of Interest.* Payment of interest on Notes shall be made, subject to subparagraph (2), to the Clearing System or to its order for credit to the relevant accountholders of the Clearing System.

Payment of interest on Notes represented by the Temporary Global Note shall be made, subject to paragraph (2), to the Clearing System or to its order for credit to the relevant accountholders of the Clearing System, upon due certification as provided in § 1 (3) (b).

(2) *Manner of Payment.* Subject to applicable fiscal and other laws and regulations, payments of amounts due in respect of the Notes shall be made in the freely negotiable and convertible currency which on the respective due date is the currency of the country of the Specified Currency.

(3) *United States.* For purposes of § 1 (3) and paragraph (1) of this § 4, "**United States**" means the United States of America (including the States thereof and the District of Columbia) and its territories (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and Northern Mariana Islands) and possessions and other areas subject to its jurisdiction.

(4) *Discharge.* The Issuer shall be discharged by payment to, or to the order of, the Clearing System.

(5) *Payment Business Day.* If the date for payment of any amount in respect of any Note is not a Payment Business Day then:

[In the case of Modified Following Business Day Convention, insert: the Noteholder shall not be entitled to payment until the next day which is a Payment Business Day unless it would thereby fall into the next calendar month, in which event the payment date shall be the immediately preceding Business Day.]

[In the case of Following Business Day Convention, insert: the Noteholder shall not be entitled to payment until the next day which is a Payment Business Day.]

[In the case of Preceding Business Day Convention, insert: the Noteholder shall be entitled to payment on the immediately preceding Payment Business Day.]

[In the case "Unadjusted" is applicable, insert: If the payment of any amount shall be unadjusted as described above, the relevant amount payable and the relevant Interest Payment Date shall not be adjusted respectively.]

[In the case "Adjusted" is applicable, insert: If the payment of any amount shall be adjusted as described above, the relevant amount payable and the relevant Interest Payment Date shall be adjusted respectively.]

The Noteholder shall not be entitled to further interest or other payment in respect of such delay.

For these purposes, "**Payment Business Day**" means a day which is a day (other than a Saturday or a Sunday) on which both (i) the Clearing System, and (ii) **[If the Specified Currency is not Euro, insert:** commercial banks and foreign exchange markets in **[insert all relevant financial centres]]** **[If the Specified Currency is**

Euro insert: [TARGET] [and commercial banks and foreign exchange markets in [insert all relevant financial centres]]] settle payments.

(6) *References to Principal and Interest.* References in these Terms and Conditions of the Notes to principal in respect of the Notes shall be deemed to include, as applicable: the Final Redemption Amount of the Notes; the Early Redemption Amount of the Notes; **[If redeemable at the option of the Issuer insert:** the Call Redemption Amount of the Notes;] and any premium and any other amounts which may be payable under or in respect of the Notes. References in these Terms and Conditions of the Notes to interest in respect of the Notes shall be deemed to include, as applicable, any Additional Amounts which may be payable under § 7.

§ 5 REDEMPTION

(1) *Redemption at Maturity.* Unless previously redeemed (in whole but not in part) or purchased and cancelled, the Notes shall be redeemed at their Final Redemption Amount on **[insert Maturity Date]** (the "**Maturity Date**"). The Final Redemption Amount in respect of each Note shall be its Specified Denomination.

[If Notes are subject to Early Redemption at the Option of the Issuer, insert:

(2) *Early Redemption at the Option of the Issuer.*

(a) The Issuer may, not less than 15 Business Days before the giving of a notice to the Paying Agent and upon notice given in accordance with clause (b), redeem all of the Notes on the Call Redemption Date[s] at the Call Redemption Amount[s] set forth below together with accrued interest, if any, to (but excluding) the relevant Call Redemption Date.

Call Redemption Date(s)

Call Redemption Amount(s)

[insert Call Redemption Date(s)]

[insert Call Redemption Amount(s)]

(b) Notice of redemption shall be given by the Issuer to the Noteholders in accordance with § 11. Such notice shall specify:

- (i) the Tranche or Series, as the case may be, of Notes subject to redemption;
- (ii) the Call Redemption Date, which shall be not less than **[insert Minimum Notice to Noteholders]** nor more than **[insert Maximum Notice to Noteholders]** days after the date on which notice is given by the Issuer to the Noteholders; and
- (iii) the Call Redemption Amount at which such Notes are to be redeemed.

(3) *Early Redemption Amount.*

For purposes of § 8, the early redemption amount of a Note shall be its Final Redemption Amount (the "**Early Redemption Amount**").

§ 6 FISCAL AGENT AND PAYING AGENT[S]

(1) *Appointment; Specified Offices.* The initial Fiscal Agent and Paying Agent[s] and their respective initial specified offices are:

Fiscal Agent:

[insert Fiscal Agent and specified offices]

Paying Agent[s]:

[insert Paying Agent and specified offices]

[insert other Paying Agents and specified offices]

The Fiscal Agent and the Paying Agent[s] reserve the right at any time to change their respective specified offices to some other specified office in the same city.

(2) *Variation or Termination of Appointment.* The Issuer reserves the right to vary or terminate the appointment of the Fiscal Agent or any Paying Agent and to appoint another Fiscal Agent or additional or other Paying Agents. The Issuer shall at all times maintain (i) a Fiscal Agent [,] [and] [(ii) a Paying Agent with a specified office outside the European Union] [,] [and] [(iii) a Paying Agent (which may be the Fiscal Agent) with a specified office in a European city] [,] [and] [(iv) a Paying Agent (which may be the Fiscal Agent) with a specified office within the Republic of Austria] [**In the case of Notes listed on a stock exchange, insert: [,] [and] [(iii) [(iv) [(v)]**] so long as the Notes are listed on the [name of stock exchange], a Paying Agent (which may be the Fiscal Agent) with a specified office in [location of stock exchange] and/or in such other place as may be required by the rules of such stock exchange] [**In the case of payments in U.S. dollars, insert: and [(iii) [(iv) [(v) [(vi)]**] if payments at or through the offices of all Paying Agents outside the United States (as defined in § 4 (3) hereof) become illegal or are effectively precluded because of the imposition of exchange controls or similar restrictions on the full payment or receipt of such amounts in United States dollars, a Paying Agent with a specified office in New York City]. Any variation, termination, appointment or change shall only take effect (other than in the case of insolvency, when it shall be of immediate effect) after not less than 30 nor more than 45 days' prior notice thereof shall have been given to the Noteholders in accordance with § 11.

(3) *Agents of the Issuer.* The Fiscal Agent and the Paying Agent[s] act solely as agents of the Issuer and do not have any obligations towards or relationship of agency or trust to any Noteholder.

§ 7 TAXATION

(1) *Taxation.* All amounts payable (whether in respect of principal, interest or otherwise) in respect of the Notes by or on behalf of the Issuer will be made free and clear of and without withholding at source or deduction at source for or on account of any present or future taxes, fees, duties, assessments or governmental charges of whatever nature which are imposed or levied by or on behalf of Canada or any political subdivision thereof or any authority or agency therein or thereof having power to tax ("Withholding Tax"), unless Withholding Tax is to be deducted or withheld by law or other regulations and to be paid to the responsible authorities. In such event, the Issuer will pay such additional amounts as may be necessary, subject to paragraph (2) below, in order that the net amounts receivable by the Noteholder after the withholding or deduction of such Withholding Tax shall equal the respective amounts which would have been received by such Noteholder had no such Withholding Tax been required.

(2) *No Additional Amounts.* However, the Issuer shall not be obliged to pay any additional amounts on account of any such taxes, fees, duties, assessments or governmental charges:

- (a) which the Noteholder is subject to for any reason other than the mere fact of being a Noteholder, including if the Noteholder is subject to such taxes, fees, duties, assessments or governmental charges based on a personal unlimited or limited tax liability; or
- [(b) the Noteholder would not be subject to, if he had presented, or claimed his rights to the respective Paying Agent pursuant to § 6 arising from his Notes for payment within 30 days from the Relevant Date (as defined below); or]

[(b)][(c)] which are deducted or withheld by a Paying Agent in one country from a payment if the payment could have been made by another Paying Agent in another country without such withholding or deduction; or

[(c)][(d)] which are to be paid on payments of principal and interest, if any, by any means other than withholding at source or deduction at source; or

[(d)][(e)] which are only deducted or withheld because the relevant Note is being presented for payment at the counter; or]

[(d)][(e)][(f)] which are imposed or withheld by reason of the failure by the Noteholder or the beneficial owner of a Note to comply with any requirement (including the requirement to produce necessary forms and/or other documentation) under a statute, treaty, regulation, or administrative practice of the tax jurisdiction to establish entitlement to exemption from all or part of such tax, fee, duty, assessment, or other governmental charge to the extent such compliance is required as precondition to relief or exemption from such tax, fee, duty, assessment or other governmental charge; or]

[(d)][(e)][(f)][(g)] which are imposed on a payment to an individual and are required to be made pursuant to the Council Directive 2014/107/EU dated 9 December 2014 amending Directive 2011/16/EU as regards the EU-wide automatic exchange of Information in the field of taxation, or pursuant to any law or provision, implementing or complying with the requirements of such Directive or the conclusions of the ECOFIN Council meeting reached on 13 December 2001, or pursuant to any law or provision that is introduced in order to conform to such Directive; or

[(e)][(f)][(g)][(h)] any combination of items (a), [(b),] [(b)][(c)], [(c)][(d)], [(d)][(e)], [(d)][(e)][(f)],] and [(d)][(e)][(f)][(g)];

nor shall any additional amounts be paid with respect to any payment on a Note to a Noteholder who is a fiduciary or partnership or who is other than the sole beneficial owner of such payment to the extent such payment would be required by the laws of Canada to be included in the income, for tax purposes, of a beneficiary or settlor with respect to such fiduciary or a member of such partnership or a beneficial owner who would not have been entitled to such additional amounts had such beneficiary, settlor, member or beneficial owner been the Noteholder of the Notes.

(3) *Relevant Date.* As used herein, the "**Relevant Date**" means the date on which such payment first becomes due, except that, if the full amount of the moneys payable has not been duly received by the relevant Agent on or prior to such due date, it means the date on which, the full amount of such moneys having been so received by the relevant Agent, notice to that effect is duly given to the Noteholders in accordance with § 11.

§ 8 EVENTS OF DEFAULT

(1) *Events of Default.* Each Noteholder is entitled to declare due and payable by notice to the Fiscal Agent and the Issuer his entire claims arising from the Notes and demand payment of the Early Redemption Amount, together with accrued interest (if any) to the date of repayment, if

- (a) the Issuer, for any reason whatsoever, fails to pay (i) within thirty days after the relevant due date principal, or (ii) within thirty days after the relevant due date interest, if any, on the Notes, including additional amounts pursuant to § 7 (1), if any; or
- (b) the Issuer, for any reason whatsoever, fails to duly perform any other obligation under these Notes and such failure is incapable of remedy or continues for more than sixty days after receipt of a written notice from a Noteholder by the Fiscal Agent; or

- (c) bankruptcy or insolvency proceedings (or similar proceedings) are commenced by a court in the relevant place of jurisdiction against the Issuer which shall not have been reversed or stayed within 60 days or the Issuer itself institutes such proceedings, or offers or makes an arrangement for the benefit of creditors generally; or
- (d) the Issuer is wound up or dissolved or shall take any action for the purpose of liquidation unless such liquidation is to take place in connection with a merger, consolidation or any other form of combination with another company and such company in the case of the Issuer assumes all obligations arising from these Terms and Conditions of the Notes; or
- (e) the Issuer ceases to carry on its business; or
- (f) it is or will become unlawful for the Issuer to perform or comply with any one or more of its obligations under any of the Notes; or
- (g) any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in any of the foregoing paragraphs.

(2) *Notice.* Such notice for repayment shall be sent to the Fiscal Agent by registered mail; such notice will become effective upon receipt by the Fiscal Agent. Claims fall due 14 days after receipt of such notice unless, in the case of paragraph (1)(a) or (1)(b), the obligation has been satisfied or performed prior thereto.

§ 9 SUBSTITUTION

(1) *Substitution.* The Issuer shall be entitled at any time without the consent of the Noteholders to be substituted as Issuer by any other company appointed as Issuer under this Programme (the "**New Issuer**") in respect of all obligations arising from or in connection with the Notes, if;

- (a) the New Issuer assumes all obligations of the Issuer arising from or in connection with the Notes;
- (b) the Issuer and the New Issuer have obtained any necessary authorisation from the competent authorities to the effect that the New Issuer may transfer to the relevant Paying Agent in the Specified Currency or other relevant currency without the withholding at source or deduction at source of any taxes, fees, duties, assessments or other governmental charges in the country of its incorporation and, if different where it is treated as resident for tax purposes, all amounts required for the performance of the payment obligations arising from or in connection with the Notes;
- (c) the Issuer irrevocably and unconditionally guarantees such obligations of the New Issuer in the same form and with the same content as the Notes have originally been guaranteed by the Issuer.

(2) *Change of References.* In the event of such substitution, any reference in these Terms and Conditions of the Notes to the Issuer shall from then on be deemed to refer to the New Issuer and any reference to the country of incorporation of the Issuer shall from then on be deemed to refer to the country of incorporation of the New Issuer and, if different, to the country where it is treated as resident for tax purposes.

(3) *Notice.* Any substitution effected in accordance with subparagraph 1 of this § 9 shall be binding on the Noteholders and shall be notified to them in accordance with § 11 not less than 15 Business Days before such substitution comes into effect.

§ 10 FURTHER ISSUES, PURCHASES AND CANCELLATION

(1) *Further Issues.* The Issuer reserves the right from time to time without the consent of the Noteholders to issue additional notes so that the same shall be consolidated, form a single issue (Series) of Notes with and

increase the aggregate principal amount of this Tranche of Notes. The Notes of each Tranche shall have identical Terms and Conditions and identical features. The Notes of each Series shall also have identical Terms and Conditions and identical features, except (in the case of more than one Tranche) for the Issue Date, the Interest Commencement Date and the Issue Price. References to "Notes" shall be construed as references to such Tranche or Series.

(2) *Purchases and Cancellation.* The Issuer and any of its subsidiaries is entitled to purchase Notes in the market or otherwise. Notes purchased or otherwise acquired by the Issuer or any of the subsidiaries may be held or resold or, at the discretion of the Issuer, surrendered to the relevant Paying Agent for cancellation.

§ 11 NOTICES

[In the case of Notes which are listed on a Stock Exchange, insert:

(1) *Publication.*

[If notices may be given by means of a leading daily newspaper or an electronic platform, insert: All notices concerning the Notes will be published in a leading daily newspaper or on an electronic platform having general circulation in [Austria] [London] **[specify other location]**. This newspaper / electronic platform is expected to be the [Elektronische Verlautbarungs- und Informationsplattform des Bundes - EVI] [Financial Times] **[insert other applicable newspaper having general circulation]** in the German or English language. [Any notice so given will be deemed to have been validly given on the date of such publication (or, if published more than once, on the date of the first such publication).]

[(2)] *Notification to Clearing System.*

[In the case of Notes which are unlisted, insert: The Issuer shall deliver all notices concerning the Notes to the Clearing System for communication by the Clearing System to the Noteholders. Any such notice shall be deemed to have been given to the Noteholders on the seventh day after the day on which said notice was given to the Clearing System.]

[In the case of Notes which are listed on the Vienna Stock Exchange, insert: So long as any Notes are listed on the Vienna Stock Exchange, subparagraph (1) shall apply. In the case of notices regarding the Rate of Interest or, if the Rules of the Vienna Stock Exchange so permit, the Issuer may deliver the relevant notice to the Clearing System for communication by the Clearing System to the Noteholders in lieu of publication in the newspapers set forth in subparagraph (1) above; any such notice shall be deemed to have been given to the Noteholders on the seventh day after the day on which the said notice was given to the Clearing System.]

[In the case of Notes which are listed on a Stock Exchange other than the Vienna Stock Exchange, insert: The Issuer may, in lieu of publication set forth in subparagraph (1) above, deliver the relevant notice to the Clearing System, for communication by the Clearing System to the Noteholders, provided that the rules of the stock exchange on which Notes are listed permit such form of notice. Any such notice shall be deemed to have been given to the Noteholders on the seventh day after the day on which said notice was given to the Clearing System.]

§ 12 APPLICABLE LAW, PLACE OF JURISDICTION AND ENFORCEMENT

(1) *Applicable Law.* The form and content of the Notes and the Global Note(s) and all the rights and duties arising therefrom shall be governed exclusively by the laws of the Federal Republic of Germany.

(2) *Submission to Jurisdiction.* For all litigation arising from legal relations established in these Terms and Conditions of the Notes, the Noteholders are entitled to assert their claims, to the exclusion of all other venues, at their discretion either before the competent courts in the relevant country of incorporation of the Issuer or

before the competent courts in Frankfurt am Main, Federal Republic of Germany. It is agreed that such courts shall apply exclusively the laws of the Federal Republic of Germany.

(3) *Place of Performance.* Place of performance shall be Vienna, Republic of Austria

(4) *Enforcement.* A Noteholder may in any proceedings against the Issuer, or to which such Noteholder and the Issuer are parties, in his own name enforce his rights arising under such Notes on the basis of (i) a statement issued by the Custodian with whom such Noteholder maintains a securities account in respect of Notes (a) stating the full name and address of the Noteholder, (b) specifying the aggregate principal amount of Notes credited to such securities account on the date of such statement and (c) confirming that the Custodian has given written notice to the Clearing System containing the information pursuant to (a) and (b) or (ii) a copy of the Note in global form certified as being a true copy by a duly authorised officer of the Clearing System or a depositary of the Clearing System, without the need for production in such proceedings of the actual records or the global note representing the Notes. "**Custodian**" means any bank or other financial institution of recognised standing authorised to engage in securities custody business with which the Noteholder maintains a securities account in respect of the Notes and includes the Clearing System. Each Noteholder may, without prejudice of the foregoing, protect and enforce his rights under the Notes also in any other way which is permitted in the country in which the proceedings are initiated.

(5) *Annulment.* The German courts shall have exclusive jurisdiction over the annulment of lost or destroyed Global Notes.

§ 13

AMENDMENTS TO THE TERMS AND CONDITIONS; JOINT REPRESENTATIVE

(1) *Amendment of the Terms and Conditions.* In accordance with the German Act on Issues of Debt Securities (*Gesetz über Schuldverschreibungen aus Gesamtemissionen* – "**SchVG**") the Noteholders may agree with the Issuer on amendments of these Terms and Conditions with regard to matters permitted by the SchVG by resolution with the majority specified in §13 (2) SchVG. There will be no amendment of the Terms and Conditions without the Issuer's consent.

In particular, the Noteholders may consent to amendments which materially change the substance of the Terms and Conditions, including such measures as provided for under § 5(3) of the SchVG, but excluding a substitution of the Issuer, which is exclusively subject to the provisions in § 9, by resolutions passed by such majority of the votes of the Noteholders as stated under § 13(2) below. A duly passed majority resolution will be binding upon all Noteholders.

(2) *Majority requirements.* Except as provided by the following sentence and provided that the quorum requirements are being met, the Noteholders may pass resolutions by simple majority of the voting rights participating in the vote. Resolutions which materially change the substance of the Terms and Conditions, in particular in the cases of § 5(3) numbers 1 through 9 of the SchVG, may only be passed by a majority of at least 75% of the voting rights participating in the vote (a "**Qualified Majority**").

(3) *Voting rights.* In accordance with § 6 SchVG, each Noteholder shall participate in the voting of the Noteholders according to the nominal value or the calculated share of its interest in the outstanding Notes. The voting right is suspended as long as any Notes are attributable to the Issuer or any of its affiliates (within the meaning of § 271 para 2 of the German Commercial Code (*Handelsgesetzbuch*)) or are being held for the account of the Issuer or any of its affiliates.

(4) *Resolutions.* Resolutions of the Noteholders will be made either in a Noteholders' meeting in accordance with § 13(4)(i) or by means of a vote without a meeting (*Abstimmung ohne Versammlung*) in accordance with § 13(4)(ii), in either case convened by the Issuer or a joint representative, if any.

- (i) Resolutions of the Noteholders in a Noteholders' meeting will be made in accordance with §§ 9 et seq. of the SchVG. The convening notice of a Noteholders' meeting will provide the further details

- relating to the resolutions and the voting procedure. The subject matter of the vote as well as the proposed resolutions will be notified to Noteholders in the agenda of the meeting.
- (ii) Resolutions of the Noteholders by means of a voting not requiring a physical meeting (*Abstimmung ohne Versammlung*) will be made in accordance § 18 of the SchVG. The request for voting as submitted by the chairman (*Abstimmungsleiter*) will provide the further details relating to the resolutions and the voting procedure. The subject matter of the vote as well as the proposed resolutions will be notified to Noteholders together with the request for voting.

(5) *Second noteholders' meeting.* If it is ascertained that no quorum exists for the vote in the Noteholders' meeting pursuant to § 13(4)(i) or for the vote without meeting pursuant to § 13(4)(ii), the chairman (*Abstimmungsleiter*) may convene a meeting or, in case of a previously scheduled vote without meeting pursuant to § 13(4)(ii), which shall be deemed to be a second meeting within the meaning of § 15(3) sentence 3 of the SchVG and is competent to pass resolutions.

(6) *Registration.* The exercise of voting rights is subject to the registration of the Noteholders. The registration must be received at the address stated in the request for voting no later than the third day prior to the meeting in the case of a Noteholders' meeting (as described in § 13(4)(i) or § 13(5)) or the beginning of the voting period in the case of voting not requiring a physical meeting (as described in § 13 (4)(ii)), as the case may be. As part of the registration, Noteholders must demonstrate their eligibility to participate in the vote by means of a special confirmation of their respective Custodian hereof in text form and by submission of a blocking instruction by the Custodian stating that the relevant Notes are not transferable from and including the day such registration has been sent until and including the stated end of the meeting or day the voting period ends, as the case may be.

(7) *Joint representative.* The Noteholders may by majority resolution provide for the appointment or dismissal of a joint representative, the duties and responsibilities and the powers of such joint representative, the transfer of the rights of the Noteholders to the joint representative and a limitation of liability of the joint representative. Appointment of a joint representative may only be passed by a Qualified Majority if such joint representative is to be authorised to consent to a material change in the substance of the Terms and Conditions in accordance with § 13(1) hereof.

The joint representative shall have the duties and powers provided by law or granted by majority resolutions of the Noteholders. The joint representative shall comply with the instructions of the Noteholders. To the extent that the joint representative has been authorised to assert certain rights of the Noteholders, the Noteholders shall not be entitled to assert such rights themselves, unless explicitly provided for in the relevant majority resolution. The joint representative shall provide reports to the Noteholders on its activities. The regulations of the SchVG apply with regard to the recall and the other rights and obligations of the joint representative.

Unless the joint representative is liable for wilful misconduct (*Vorsatz*) or gross negligence (*grobe Fahrlässigkeit*), the joint representative's liability shall be limited to ten times the amount of its annual remuneration.

(8) *Notices.* Any notices concerning this § 13 will be made in accordance with §§ 5 et seq. of the SchVG and § 11.

§ 14 PARTIAL INVALIDITY

Should any of the provisions contained in these Terms and Conditions of the Notes be or become invalid or unenforceable, the validity or enforceability of the remaining provisions shall not in any way be affected or impaired thereby. In this case, the invalid or unenforceable provision shall be deemed to be replaced by a provision which to the extent legally possible provides for an interpretation in keeping with the meaning and the economic purpose of these Terms and Conditions of the Notes at the time of the issue of the Notes. Under circumstances in which these Terms and Conditions of the Notes prove to be incomplete, a supplementary

interpretation in accordance with the meaning and the purpose of these Terms and Conditions of the Notes under due consideration of the legitimate interests of the parties involved shall be applied.

§ 15 LANGUAGE

[If the Terms and Conditions are written in the German language, insert: These Terms and Conditions of the Notes are written in the German language. **[If the Terms and Conditions are written in the German language together with a non-binding translation into the English language, insert:** These Terms and Conditions of the Notes are written in the German language. An English language translation shall be provided. The German text shall be prevailing and binding. The English language translation is provided for convenience only.]]

[If the Terms and Conditions are written in the English language, insert: These Terms and Conditions of the Notes are written in the English language. **[If a non-binding translation into the German language shall be provided, insert:** A German language translation shall be provided. The English text shall be prevailing and binding. The German language translation is provided for convenience only.]

§ 16 DEPOSIT IN COURT, PRESENTATION PERIOD, PRESCRIPTION PERIOD

(1) *Deposit in Court.* The Issuer may deposit with the lower court (*Amtsgericht*) of Frankfurt am Main principal and interest, if any, not claimed by Noteholders within twelve months after having become due, together with a waiver of the right to withdraw such deposit, even if the Noteholders are not in default of acceptance; such deposit will be at the risk and cost of such Noteholders. Upon such deposit, with such waiver of the right to withdraw, all claims of such Noteholders against the Issuer and against third parties which are liable for its obligations shall cease.

(2) *Presentation Period.* The presentation period provided in § 801 paragraph 1, sentence 1 BGB (*German Civil Code*) is reduced to ten years.

(3) *Prescription Period.* The prescription period for Notes presented for payment during the presentation period shall be two years beginning at the end of the relevant presentation period.

**TERMS AND CONDITIONS OF THE NOTES
(GERMAN LANGUAGE VERSION)**

**EMISSIONSBEDINGUNGEN
FÜR FESTVERZINSLICHE SCHULDVERSCHREIBUNGEN**

**§ 1
WÄHRUNG, STÜCKELUNG, FORM, EIGENTUM, DEFINITIONEN**

(1) *Währung, Stückelung.* Diese Tranche **[Tranchen-Nummer einfügen]** von Schuldverschreibungen (die "**Schuldverschreibungen**") der ZENITH ENERGY LTD, die für sich oder mit einer oder mehreren Tranchen gemeinsam eine "**Serie**" bilden kann, wird in **[festgelegte Währung einfügen]** (die "**festgelegte Währung**") im Gesamtnennbetrag (vorbehaltlich § 1(6) von **[Gesamtnennbetrag einfügen]** (in Worten: **[Gesamtnennbetrag in Worten einfügen]**) in einer Stückelung von **[festgelegte Stückelung einfügen]** (die "**festgelegten Stückelung**") begeben.

[Im Fall einer Zusammenfassung der Tranche mit einer bestehenden Serie, einfügen: Diese Tranche **[Tranchen-Nr. einfügen]** wird mit der Serie **[Seriennummer einfügen]**, ISIN **[●]**, Tranche 1 begeben am **[Valutierungstag der ersten Tranche einfügen]** **[Für jede weitere Tranche jeweils einfügen:** und der Tranche **[Tranchen-Nr. einfügen]** begeben am **[Valutierungstag dieser Tranche einfügen]** dieser Serie] konsolidiert und formt mit dieser eine einheitliche Serie **[Seriennummer einfügen]**. Der Gesamtnennbetrag der Serie **[Seriennummer einfügen]** lautet **[Gesamtnennbetrag der gesamten konsolidierten Serie [Seriennummer einfügen] einfügen].]**

[Im Fall von Schuldverschreibungen, die ausschließlich durch eine Dauerglobalurkunde verbrieft sind, einfügen:

(3) *Form :Dauerglobalurkunde*

Die Schuldverschreibungen lauten auf den Inhaber. Die Schuldverschreibungen sind durch eine Dauerglobalurkunde (die "**Dauerglobalurkunde**" oder die "**Globalurkunde**") ohne Zinsscheine verbrieft; der Zinszahlungsanspruch im Zusammenhang mit den Schuldverschreibungen ist durch die Dauerglobalurkunde mitverbrieft. Die Dauerglobalurkunde trägt die eigenhändigen oder faksimilierten Unterschriften zweier ordnungsgemäß bevollmächtigter Vertreter der Emittentin und ist von der Emissionsstelle oder in deren Namen mit einer Kontrollunterschrift versehen. Einzelurkunden und Zinsscheine werden nicht ausgegeben.]

[Im Fall von Schuldverschreibungen, die anfänglich durch eine vorläufige Globalurkunde verbrieft sind, die gegen eine Dauerglobalurkunde ausgetauscht werden kann, einfügen:

(3) *Form: Vorläufige Globalurkunde - Austausch.*

Die Schuldverschreibungen lauten auf den Inhaber.

(a) Die Schuldverschreibungen sind anfänglich durch eine vorläufige Globalurkunde (die "**Vorläufige Globalurkunde**") ohne Zinsscheine verbrieft. Die vorläufige Globalurkunde wird gegen Schuldverschreibungen in den festgelegten Stückelungen, die durch eine Dauerglobalurkunde (die "**Dauerglobalurkunde**") ohne Zinsscheine verbrieft sind, ausgetauscht. Die vorläufige Globalurkunde und die Dauerglobalurkunde (jeweils eine "**Globalurkunde**") tragen jeweils die eigenhändigen oder faksimilierten Unterschriften zweier ordnungsgemäß bevollmächtigter Vertreter der Emittentin und sind jeweils von der Emissionsstelle oder in deren Namen mit einer Kontrollunterschrift versehen. Einzelurkunden und Zinsscheine werden nicht ausgegeben.

- (b) Die vorläufige Globalurkunde wird an einem Tag gegen die Dauerglobalurkunde ausgetauscht, der nicht weniger als 40 Tage nach dem Tag der Ausgabe der vorläufigen Globalurkunde liegt. Ein solcher Austausch darf nur nach Vorlage von Bescheinigungen erfolgen, wonach der oder die wirtschaftlichen Eigentümer der durch die vorläufige Globalurkunde verbrieften Schuldverschreibungen keine U.S.-Personen sind (ausgenommen bestimmte Finanzinstitute oder bestimmte Personen, die Schuldverschreibungen über solche Finanzinstitute halten). Zinszahlungen auf durch eine vorläufige Globalurkunde verbrieft Schuldverschreibungen erfolgen erst nach Vorlage solcher Bescheinigungen. Eine gesonderte Bescheinigung ist hinsichtlich einer jeden solchen Zinszahlung erforderlich. Jede Bescheinigung, die am oder nach dem 40. Tag nach dem Tag der Ausgabe der vorläufigen Globalurkunde eingeht, wird als ein Ersuchen behandelt werden, diese vorläufige Globalurkunde gemäß Absatz (b) dieses § 1 (3) auszutauschen. Wertpapiere, die im Austausch für die vorläufige Globalurkunde geliefert werden, sind nur außerhalb der Vereinigten Staaten (wie in § 4 (3) definiert) zu liefern.]

(4) *Clearing System.* [Die][Jede] vorläufige Globalurkunde wird solange von einem oder im Namen eines Clearing Systems verwahrt, bis sämtliche Verbindlichkeiten der Emittentin aus den Schuldverschreibungen erfüllt sind. "**Clearing System**" bedeutet **[Bei mehr als einem Clearing System einfügen: jeweils]** Folgendes: [Clearstream Banking AG, Frankfurt am Main ("**CBF**") [Clearstream Banking, société anonyme, Luxembourg ("**CBL**") [Euroclear Bank SA/NV ("**Euroclear**") [CBL und Euroclear jeweils ein "**ICSD**" und zusammen die "**ICSDs**" [OeKB CSD GmbH ("**OeKB CSD**") [.] [und] [anderes Clearing System angeben] oder jeder Funktionsnachfolger.

[Im Fall von Schuldverschreibungen, die im Namen der ICSDs verwahrt werden, einfügen:

Die Schuldverschreibungen werden in Form einer new global note ("**NGN**") ausgegeben und von einer gemeinsamen Sicherheitsverwahrstelle (*common safekeeper*) im Namen beider ICSDs verwahrt.]

(5) *Inhaber von Schuldverschreibungen.* "Inhaber" bezeichnet jeden Inhaber eines Miteigentumsanteils oder anderen Rechts an den Schuldverschreibungen.

(6) *Register der ICSDs.* Der Gesamtnennbetrag der durch die Globalurkunde verbrieften Schuldverschreibungen entspricht dem jeweils in den Registern beider ICSDs eingetragenen Gesamtbetrag. Die Register der ICSDs (unter denen man die Register versteht, die jeder ICSD für seine Kunden über den Betrag ihres Anteils an den Schuldverschreibungen führt) sind schlüssiger Nachweis über den Gesamtnennbetrag der durch die Globalurkunde verbrieften Schuldverschreibungen, und eine zu diesen Zwecken von einem ICSD jeweils ausgestellte Bestätigung mit dem Gesamtnennbetrag der so verbrieften Schuldverschreibungen ist ein schlüssiger Nachweis über den Inhalt des Registers des jeweiligen ICSD zu diesem Zeitpunkt.

Bei Rückzahlung oder Zahlung einer Rate oder einer Zinszahlung bezüglich der durch die Globalurkunde verbrieften Schuldverschreibungen bzw. bei Kauf und Entwertung der durch die Globalurkunde verbrieften Schuldverschreibungen stellt die Emittentin sicher, dass die Einzelheiten über Rückzahlung und Zahlung bzw. Kauf und Löschung bezüglich der Globalurkunde *pro rata* in die Unterlagen der ICSDs eingetragen werden, und dass nach dieser Eintragung vom Gesamtnennbetrag der in die Register der ICSDs aufgenommenen und durch die Globalurkunde verbrieften Schuldverschreibungen der Gesamtnennbetrag der zurückgekauften bzw. gekauften und entwerteten Schuldverschreibungen bzw. der Gesamtbetrag der so gezahlten Raten abgezogen wird.]

[Im Falle einer vorläufigen Globalurkunde, einfügen: Bei Austausch eines Anteils von ausschließlich durch eine vorläufige Globalurkunde verbrieften Schuldverschreibungen wird die Emittentin sicherstellen, dass die Einzelheiten dieses Austauschs *pro rata* in die Aufzeichnungen der ICSDs aufgenommen werden.]

[(7)] *Eigentum.*

- (a) Der Inhaber von Schuldverschreibungen gilt (soweit nicht zwingende Gesetzes- oder Verwaltungsbestimmungen entgegenstehen) in jeder Hinsicht als Alleineigentümer (ob fällig oder nicht fällig, und unabhängig von irgendwelchen Mitteilungen bezüglich des Eigentums, möglichen

Treuhandschaften oder anderen Ansprüchen hieran oder hieraus, etwaigen Vermerken auf der Urkunde oder einem Diebstahl oder Verlust) und niemand kann dafür verantwortlich gemacht werden, dass er den Inhaber als Alleineigentümer angesehen hat.

- (b) Die Übertragung des Eigentums an Schuldverschreibungen geschieht durch Einigung der beteiligten Parteien über den Eigentumsübergang und durch die Übergabe oder auf andere Weise in Übereinstimmung mit den jeweils anzuwendenden Gesetzen und Vorschriften einschließlich der Regeln beteiligter Clearing Systeme. Bezugnahmen in diesen Emissionsbedingungen auf "*Inhaber*" von Schuldverschreibungen sind Bezugnahmen auf die Inhaber solcher Schuldverschreibungen.

[(8)] *Geschäftstag*. In diesen Emissionsbedingungen bezeichnet "**Geschäftstag**" einen Tag (außer einem Samstag oder Sonntag), an dem (i) das Clearing System und (ii) **[Falls die festgelegte Währung Euro ist, einfügen: [TARGET (wie nachstehend definiert)] [und Geschäftsbanken und Devisenmärkte in [sämtliche relevante Finanzzentren einfügen]]] [Falls die festgelegte Währung nicht Euro ist, einfügen: Geschäftsbanken und Devisenmärkte in [sämtliche relevanten Finanzzentren einfügen]]** Zahlungen abwickeln.

[Falls TARGET anwendbar ist, einfügen: "TARGET" bedeutet das *Trans-European Automated Real-time Gross Settlement Express Transfer*-Zahlungssystem 2 oder jedes Nachfolgesystem.]

§ 2

STATUS, NEGATIVERKLÄRUNG

(1) *Status*. Die Verpflichtungen aus den Schuldverschreibungen begründen direkte, unbedingte und unbesicherte Verpflichtungen der Emittentin, die jederzeit gleichrangig untereinander und mindestens gleichrangig mit allen anderen gegenwärtigen und zukünftigen unbesicherten Verpflichtungen der Emittentin bestehen. Hiervon sind solche Verpflichtungen ausgenommen, die aufgrund zwingender und allgemein anwendbarer gesetzlicher Bestimmungen vorrangig sind.

§ 3

ZINSEN

(1) *Zinssatz und Zinszahlungstage*. Die Schuldverschreibungen werden in Höhe ihres Nennbetrages verzinst, und zwar vom **[Verzinsungsbeginn einfügen]** (der "**Verzinsungsbeginn**") (einschließlich) bis zum Fälligkeitstag (wie in § 5 Absatz 1 definiert) (ausschließlich) mit jährlich **[Zinssatz einfügen]** Prozent.

Die Zinsen sind nachträglich am **[Festzinstermin(e) einfügen]** eines jeden Jahres, vorbehaltlich einer Anpassung gemäß § 4 Absatz 5, zahlbar (jeweils ein "**Zinszahlungstag**"). Die erste Zinszahlung erfolgt am **[ersten Zinszahlungstag einfügen]** vorbehaltlich einer Anpassung gem. § 4 Absatz 5 **[sofern der erste Zinszahlungstag nicht der erste Jahrestag des Verzinsungsbeginns ist, einfügen: und beläuft sich auf [anfänglichen Bruchteilszinsbetrag pro festgelegte Stückelung einfügen] je Schuldverschreibung]**.

[Sofern der Fälligkeitstag kein Festzinstermin ist, einfügen: Die Zinsen für den Zeitraum vom [den letzten dem Fälligkeitstag vorausgehenden Festzinstermin einfügen] (einschließlich) bis zum Fälligkeitstag (ausschließlich) belaufen sich auf [abschließenden Bruchteilszinsbetrag pro festgelegte Stückelung einfügen] je Schuldverschreibung.]

[Im Fall von Actual/Actual (ICMA) einfügen: Die Anzahl der Feststellungstermine im Kalenderjahr (jeweils ein "Feststellungstermin") beträgt [Anzahl der regulären Zinszahlungstage im Kalenderjahr einfügen].]

(2) *Zinslauf*. Der Zinslauf der Schuldverschreibungen endet an dem Tag, der dem Tag vorangeht, an dem sie zur Rückzahlung fällig werden. Falls die Emittentin die Schuldverschreibungen bei Fälligkeit nicht einlöst, endet die Verzinsung des ausstehenden Nennbetrages der Schuldverschreibungen nicht an dem Tag, der dem Tag der Fälligkeit vorangeht, sondern erst an dem Tag, der dem Tag der tatsächlichen Rückzahlung der Schuldverschreibungen vorangeht. Weitergehende Ansprüche der Inhaber bleiben unberührt.

(3) *Unterjährige Berechnung der Zinsen.* Sofern Zinsen für einen Zeitraum von weniger als einem Jahr zu berechnen sind, erfolgt die Berechnung auf der Grundlage des Zinstagequotienten (wie nachstehend definiert).

(4) *Zinstagequotient.* "**Zinstagequotient**" bezeichnet im Hinblick auf die Berechnung des Zinsbetrages auf eine Schuldverschreibung für einen beliebigen Zeitraum (der "**Zinsberechnungszeitraum**"):

[Im Fall von Actual/Actual (ICMA) einfügen:

1. Im Falle von Schuldverschreibungen, bei denen die Anzahl der Tage in der betreffenden Periode ab dem letzten Zinszahlungstag (oder, wenn es keinen solchen gibt, ab dem Verzinsungsbeginn) (jeweils einschließlich desselben) bis zum betreffenden Zahlungstag (ausschließlich desselben) (der "**Zinsberechnungszeitraum**") kürzer ist als die Feststellungsperiode in die das Ende des Zinsberechnungszeitraumes fällt oder ihr entspricht, die Anzahl der Tage in dem betreffenden Zinsberechnungszeitraum geteilt durch das Produkt (1) der Anzahl der Tage in der Feststellungsperiode und (2) der Anzahl der Feststellungstermine (wie in § 3 Absatz 1 angegeben) in einem Kalenderjahr; oder
2. Im Falle von Schuldverschreibungen, bei denen der Zinsberechnungszeitraum länger ist als die Feststellungsperiode, in die das Ende des Zinsberechnungszeitraumes fällt, die Summe
 - der Anzahl der Tage in dem Zinsberechnungszeitraum, die in die Feststellungsperiode fallen, in welcher der Zinsberechnungszeitraum beginnt, geteilt durch das Produkt (1) der Anzahl der Tage in der Feststellungsperiode und (2) der Anzahl der Feststellungstermine (wie in § 3 Absatz 1 angegeben) in einem Kalenderjahr; und
 - der Anzahl der Tage in dem Zinsberechnungszeitraum, die in die nächste Feststellungsperiode fallen, geteilt durch das Produkt (1) der Anzahl der Tage in dieser Feststellungsperiode und (2) der Anzahl der Feststellungstermine (wie in § 3 Absatz 1 angegeben) in einem Kalenderjahr.

"**Feststellungsperiode**" ist die Periode ab einem Zinszahlungstag oder, wenn es keinen solchen gibt, ab dem Verzinsungsbeginn (jeweils einschließlich desselben) bis zum nächsten oder ersten Zinszahlungstag (ausschließlich desselben).]

[Im Fall von 30/360 einfügen: die Anzahl von Tagen in der Periode ab dem letzten Zinszahlungstag (oder wenn es keinen solchen gibt, ab dem Verzinsungsbeginn) (jeweils einschließlich desselben) bis zum betreffenden Zahlungstag (ausschließlich desselben) (wobei die Zahl der Tage auf der Basis von 12 Monaten zu jeweils 30 Tagen berechnet wird), geteilt durch 360.]

[Im Fall von ACT/ACT (ISDA) or Actual/365 einfügen: die tatsächliche Anzahl von Tagen im Zinsberechnungszeitraum dividiert durch 365 (oder falls ein Teil des Zinsberechnungszeitraumes in ein Schaltjahr fällt, die Summe von (A) der tatsächlichen Anzahl von Tagen in dem Teil des Zinsberechnungszeitraums, die in das Schaltjahr fallen, dividiert durch 366 und (B) die tatsächliche Anzahl von Tagen in dem Teil des Zinsberechnungszeitraums, die nicht in ein Schaltjahr fallen, dividiert durch 365).]

[Im Fall von Actual/365 (Fixed) einfügen: die tatsächliche Anzahl von Tagen im Zinsberechnungszeitraum dividiert durch 365.]

[Im Fall von Actual/360 einfügen: die tatsächliche Anzahl von Tagen im Zinsberechnungszeitraum dividiert durch 360.]

[Im Fall von 30/360, 360/360 oder Bond Basis einfügen: die Anzahl von Tagen im Zinsberechnungszeitraum dividiert durch 360, wobei die Anzahl der Tage auf der Grundlage eines Jahres von 360 Tagen mit zwölf Monaten zu je 30 Tagen zu ermitteln ist (es sei denn, (A) der letzte Tag des Zinsberechnungszeitraums fällt auf den 31. Tag eines Monats, während der erste Tag des Zinsberechnungszeitraums weder auf den 30. noch auf den 31. Tag eines Monats fällt, wobei in diesem Fall der den letzten Tag enthaltende Monat nicht als ein auf

30 Tage gekürzter Monat zu behandeln ist, oder (B) der letzte Tag des Zinsberechnungszeitraums fällt auf den letzten Tag des Monats Februar, wobei in diesem Fall der Monat Februar nicht als ein auf 30 Tage verlängerter Monat zu behandeln ist).]

[Im Fall von 30E/360 oder Eurobond Basis einfügen: die Anzahl der Tage im Zinsberechnungszeitraum dividiert durch 360 (dabei ist die Anzahl der Tage auf der Grundlage eines Jahres von 360 Tagen mit 12 Monaten zu 30 Tagen zu ermitteln, und zwar ohne Berücksichtigung des Datums des ersten oder letzten Tages des Zinsberechnungszeitraums, es sei denn, der Fälligkeitstag des letzten Zinsberechnungszeitraums ist der letzte Tag des Monats Februar, wobei in diesem Fall der Monat Februar nicht als ein auf 30 Tage verlängerter Monat zu behandeln ist).]

§ 4 ZAHLUNGEN

(1) *Zahlungen auf Kapital und von Zinsen*

- (a) *Zahlungen auf Kapital.* Zahlungen von Kapital auf die Schuldverschreibungen erfolgen nach Maßgabe des nachstehenden Absatzes (2) an das Clearing System oder dessen Order zur Gutschrift auf den Konten der jeweiligen Kontoinhaber des Clearing Systems gegen Vorlage und (außer im Fall von Teilzahlungen) Einreichung der Schuldverschreibungen zum Zeitpunkt der Zahlung verbriefenden Globalurkunde bei der bezeichneten Geschäftsstelle der Emissionsstelle außerhalb der Vereinigten Staaten.
- (b) *Zahlungen von Zinsen.* Die Zahlung von Zinsen auf Schuldverschreibungen erfolgt nach Maßgabe von Absatz 2 an das Clearing System oder dessen Order zur Gutschrift auf den Konten der jeweiligen Kontoinhaber des Clearing Systems.

Die Zahlung von Zinsen auf Schuldverschreibungen, die durch die vorläufige Globalurkunde verbrieft sind, erfolgt nach Maßgabe von Absatz (2) an das Clearing System oder dessen Order zur Gutschrift auf den Konten der jeweiligen Kontoinhaber des Clearing Systems, und zwar nach ordnungsgemäßer Bescheinigung gemäß § 1 Absatz 3 (b).

(2) *Zahlungsweise.* Vorbehaltlich geltender steuerlicher und sonstiger gesetzlicher Regelungen und Vorschriften erfolgen zu leistende Zahlungen auf die Schuldverschreibungen in der frei handelbaren und konvertierbaren Währung, die am entsprechenden Fälligkeitstag die Währung des Staates der festgelegten Währung ist.

(3) *Vereinigte Staaten.* Für die Zwecke des § 1 Absatz (3) und des Absatzes 1 dieses § 4 bezeichnet "**Vereinigte Staaten**" die Vereinigten Staaten von Amerika (einschließlich deren Bundesstaaten und des "District of Columbia") sowie deren Territorien (einschließlich Puerto Ricos, der U.S. Virgin Islands, Guam, American Samoa, Wake Island und Northern Mariana Islands) und Besitzungen und sonstigen ihrer Jurisdiktion unterliegenden Gebiete.

(4) *Erfüllung.* Die Emittentin wird durch Leistung der Zahlung an das Clearing System oder dessen Order von ihrer Zahlungspflicht befreit.

(5) *Zahltag.* Fällt der Fälligkeitstag einer Zahlung in Bezug auf eine Schuldverschreibung auf einen Tag, der kein Zahltag ist, dann:

[Bei Anwendung der Modifizierte Folgender Geschäftstag-Konvention einfügen: hat der Inhaber keinen Anspruch auf Zahlung vor dem nächstfolgenden Zahltag, es sei denn jener würde dadurch in den nächsten Kalendermonat fallen; in diesem Fall wird der Zinszahlungstag auf den unmittelbar vorausgehenden Geschäftstag vorgezogen.]

[Bei Anwendung der Folgender Geschäftstag-Konvention einfügen: hat der Inhaber keinen Anspruch vor dem nachfolgenden Zahltag.]

[Bei Anwendung der Vorangegangener Geschäftstag-Konvention einfügen: wird der Zahltag auf den unmittelbar vorausgehenden Zahltag vorgezogen.]

[Falls keine Anpassung erfolgt einfügen: Falls eine Zahlung wie oben beschrieben verschoben wird, erfolgt keine Anpassung des zu zahlenden Betrags sowie des jeweiligen Zinszahlungstags.]

[Falls eine Anpassung erfolgt einfügen: Falls eine Zahlung wie oben beschrieben verschoben wird, erfolgt eine entsprechende Anpassung des zu zahlenden Zinsbetrags sowie des jeweiligen Zinszahlungstags.]

Der Inhaber ist nicht berechtigt, weitere Zinsen oder sonstige Zahlungen aufgrund verspäteter Zahlung zu verlangen.

Für diese Zwecke bezeichnet "**Zahltag**" einen Tag (außer einem Samstag oder Sonntag), an dem (i) das Clearing System und (ii) **[Falls die festgelegte Währung nicht Euro ist, einfügen:** Geschäftsbanken und Devisenmärkte in **[sämtliche relevante Finanzzentren einfügen]]** **[Falls die festgelegte Währung Euro ist, einfügen:** **[TARGET]** [und Geschäftsbanken und Devisenmärkte in **[sämtliche relevante Finanzzentren einfügen]]]** Zahlungen abwickeln.

(6) *Bezugnahmen auf Kapital und Zinsen.* Bezugnahmen in diesen Emissionsbedingungen auf Kapital der Schuldverschreibungen schließen, soweit anwendbar, die folgenden Beträge ein: den Rückzahlungsbetrag der Schuldverschreibungen; den vorzeitigen Rückzahlungsbetrag der Schuldverschreibungen; **[Falls die Emittentin das Wahlrecht hat, die Schuldverschreibungen vorzeitig zurückzuzahlen, einfügen:** den Wahl-Rückzahlungsbetrag (Call) der Schuldverschreibungen;] sowie jeden Aufschlag sowie sonstige auf oder in Bezug auf die Schuldverschreibungen zahlbaren Beträge. Bezugnahmen in diesen Emissionsbedingungen auf Zinsen auf Schuldverschreibungen schließen, soweit anwendbar, sämtliche gemäß § 7 zahlbaren zusätzlichen Beträge ein.

§ 5 RÜCKZAHLUNG

(1) *Rückzahlung bei Endfälligkeit.*

Soweit nicht zuvor bereits (ganz aber nicht teilweise) zurückgezahlt oder angekauft und entwertet, werden die Schuldverschreibungen zu ihrem Rückzahlungsbetrag am **[Fälligkeitstag einfügen]** (der "**Fälligkeitstag**") zurückgezahlt. Der Rückzahlungsbetrag in Bezug auf jede Schuldverschreibung entspricht ihrer festgelegten Stückelung.

[Falls die Emittentin das Wahlrecht hat, die Schuldverschreibungen vorzeitig zurückzuzahlen, einfügen:

(2) *Vorzeitige Rückzahlung nach Wahl der Emittentin.*

- (a) Die Emittentin kann, unter Einhaltung einer Ankündigungsfrist von 15 Geschäftstagen gegenüber der Emissionsstelle und nachdem sie gemäß Absatz (b) gekündigt hat, die Schuldverschreibungen insgesamt **[am Wahl-Rückzahlungstag]** **[an den Wahl-Rückzahlungstagen]** (Call) **[zum Wahl-Rückzahlungsbetrag]** **[zu den Wahl-Rückzahlungsbeträgen]** (Call), wie nachstehend angegeben, nebst etwaigen bis zum betreffenden Wahl-Rückzahlungstag (Call) (ausschließlich) aufgelaufenen Zinsen zurückzahlen.

Wahl-Rückzahlungstag(e) (Call)

Wahl-Rückzahlungsbetrag/-beträge (Call)

[Wahl-Rückzahlungstag(e) (Call) einfügen]

[Wahl-Rückzahlungsbetrag/-beträge (Call) einfügen]

- (b) Die Kündigung ist den Inhabern der Schuldverschreibungen durch die Emittentin gemäß § 11 bekanntzugeben. Sie beinhaltet die folgenden Angaben:

- (i) die zurückzuzahlende Tranche bzw. Serie von Schuldverschreibungen;
- (ii) den Wahl-Rückzahlungstag (Call), der nicht weniger als **[Mindestkündigungsfrist einfügen]** und nicht mehr als **[Höchstkündigungsfrist einfügen]** Tage nach dem Tag der Kündigung durch die Emittentin gegenüber den Inhabern liegen darf; und
- (iii) den Wahl-Rückzahlungsbetrag (Call), zu dem Schuldverschreibungen zurückgezahlt werden.

(3) *Vorzeitiger Rückzahlungsbetrag.*

Für die Zwecke des § 8 entspricht der vorzeitige Rückzahlungsbetrag einer Schuldverschreibung dem Rückzahlungsbetrag (der "**vorzeitige Rückzahlungsbetrag**").]

§ 6

DIE EMISSIONSSTELLE UND DIE ZAHLSTELLE[N]

(1) *Bestellung; bezeichnete Geschäftsstelle.* Die anfänglich bestellte Emissionsstelle und die Zahlstelle[n] und deren anfänglich bezeichneten Geschäftsstellen lauten wie folgt:

Emissionsstelle:

[Emissionsstelle und bezeichnete Geschäftsstelle einfügen]

Zahlstelle:

[Zahlstelle einfügen und bezeichnete Geschäftsstelle einfügen]

[andere Zahlstellen und bezeichnete Geschäftsstellen einfügen]

Die Emissionsstelle und die Zahlstelle[n] behalten sich das Recht vor, jederzeit die bezeichnete Geschäftsstelle durch eine andere bezeichnete Geschäftsstelle in derselben Stadt zu ersetzen.

(2) *Änderung der Bestellung oder Abberufung.* Die Emittentin behält sich das Recht vor, die Bestellung der Emissionsstelle oder einer Zahlstelle zu ändern oder zu beenden und eine andere Emissionsstelle oder zusätzliche oder andere Zahlstellen zu bestellen. Die Emittentin wird jederzeit (i) eine Emissionsstelle unterhalten [,] [und] [(ii) eine Zahlstelle mit bezeichneter Geschäftsstelle außerhalb der Europäischen Union unterhalten] [,] [und] [(iii)] [(iv)] eine Zahlstelle (die die Emissionsstelle sein kann) mit bezeichneter Geschäftsstelle in einer europäischen Stadt unterhalten] [,] [und] [(iii)] [(iv)] eine Zahlstelle (die die Emissionsstelle sein kann) mit bezeichneter Geschäftsstelle innerhalb der Republik Österreich unterhalten] **[Im Fall von Schuldverschreibungen, die an einer Börse notiert sind, einfügen: [,] [und] [(iii)] [(iv)] [(v)] solange die Schuldverschreibungen an der [Name der Börse] notiert sind, eine Zahlstelle (die die Emissionsstelle sein kann) mit bezeichneter Geschäftsstelle in [Sitz der Börse] und/oder an solchen anderen Orten unterhalten, die die Regeln dieser Börse verlangen] [Im Fall von Zahlungen in U.S.-Dollar einfügen: und [(iii)] [(iv)] [(v)] [(vi)] falls Zahlungen bei den oder durch die Geschäftsstellen aller Zahlstellen außerhalb der Vereinigten Staaten (wie in § 4 Absatz 3 definiert) aufgrund der Einführung von Devisenbeschränkungen oder ähnlichen Beschränkungen hinsichtlich oder vollständigen Zahlung oder des Empfangs der entsprechenden Beträge in U.S.-Dollar widerrechtlich oder tatsächlich ausgeschlossen werden, eine Zahlstelle mit bezeichneter Geschäftsstelle in New York City unterhalten].** Eine Änderung, Abberufung, Bestellung oder ein sonstiger Wechsel wird nur wirksam (außer im Insolvenzfall, in dem eine solche Änderung sofort wirksam wird), sofern die Inhaber hierüber gemäß § 11 vorab unter Einhaltung einer Frist von mindestens 30 und nicht mehr als 45 Tagen informiert wurden.

(3) *Beauftragte der Emittentin.* Die Emissionsstelle und die Zahlstelle[n] handeln ausschließlich als Beauftragte der Emittentin und übernehmen keinerlei Verpflichtungen gegenüber den Inhabern; es wird kein Auftrags- oder Treuhandverhältnis zwischen ihnen und den Inhabern begründet.

§ 7 STEUERN

(1) *Steuern.* Alle in Bezug auf die Schuldverschreibungen zu zahlenden Beträge (Kapital, Zinsen und zusätzliche Beträge) der Emittentin oder für die Emittentin sind ohne Einbehalt an der Quelle oder Abzug an der Quelle von irgendwelchen gegenwärtigen oder zukünftigen Steuern, Gebühren oder Abgaben gleich welcher Art, die von oder in Kanada oder irgendeiner ihrer Gebietskörperschaften oder Behörden mit Steuerhoheit erhoben werden ("Quellensteuer"), zu zahlen, es sei denn, die Quellensteuer ist kraft Gesetzes oder einer sonstigen Rechtsvorschrift abzuziehen oder einzubehalten und an die zuständigen Behörden abzuführen. In diesem Fall trägt die Emittentin vorbehaltlich des Absatzes 2 diejenigen zusätzlichen Beträge, die erforderlich sind, dass die von jedem Inhaber zu empfangenden Nettobeträge nach einem solchen Abzug oder Einbehalt von Quellensteuer den Beträgen entsprechen, die der Inhaber ohne einen solchen Abzug oder Einbehalt von Quellensteuer erhalten hätte.

(2) *Keine zusätzlichen Beträge.* Die Emittentin ist jedoch zur Zahlung zusätzlicher Beträge wegen solcher Steuern, Gebühren oder Abgaben nicht verpflichtet:

(a) denen der Inhaber der Schuldverschreibungen aus irgendeinem anderen Grund als der bloßen Tatsache unterliegt, dass er Inhaber von Schuldverschreibungen ist und zwar insbesondere, wenn der Inhaber von Schuldverschreibungen aufgrund einer persönlichen unbeschränkten oder beschränkten Steuerpflicht derartigen Steuern, Gebühren oder Abgaben unterliegt; oder

[(b)] denen der Inhaber von Schuldverschreibungen nicht unterläge, wenn er seine Schuldverschreibungen bzw. Zinsansprüche innerhalb von 30 Tagen nach dem jeweiligen Fälligkeitstag oder nach dem maßgeblichen Tag, wie unten definiert, der jeweiligen Zahlstelle i.S.v. § 6 zur Zahlung vorgelegt bzw. geltend gemacht hätte; oder]

[(b)][(c)] die von einer Zahlstelle in einem Land abgezogen oder einbehalten werden, wenn eine andere Zahlstelle in einem anderen Land die Zahlung ohne einen solchen Einbehalt oder Abzug hätte leisten können; oder

[(c)][(d)] die auf andere Weise als durch Einbehalt an der Quelle oder Abzug an der Quelle aus Zahlungen von Kapital oder etwaigen Zinsen zu entrichten sind; oder

[(d)][(e)] die nur abgezogen und einbehalten werden, weil die Schuldverschreibungen effektiv zur Einlösung am Schalter vorgelegt werden; oder]

[(d)][(e)][(f)] wenn eine Steuer, Gebühr oder Abgabe nur deshalb erhoben oder an der Quelle abgezogen werden, weil der Inhaber der Schuldverschreibungen oder der aus einer Schuldverschreibung wirtschaftlich Berechtigte es versäumt hat, eine Anforderung (einschließlich die Verpflichtung zur Beibringung notwendiger Formulare und/oder anderer Unterlagen) aus einem Gesetz, einem Vertrag, einer Bestimmung oder einer administrativen Regelung der Steuergesetzgebung, aufgrund dessen er einen Anspruch auf Erlass der gesamten Steuer, Gebühr oder Abgabe oder eines Teils davon gehabt hätte, zu erfüllen, soweit eine solche Erfüllung als eine Vorbedingung vorausgesetzt wird, um von solchen Steuern, Gebühren, Pflichten, einem solchen Bescheid oder Abgabe abgeholfen oder befreit zu werden; oder]

[(d)][(e)][(f)][(g)] die auf Grundlage der Richtlinie 2014/107/EU des Rates vom 9. Dezember 2014 zur Änderung der Richtlinie 2011/16/EU bezüglich der Verpflichtung zum automatischen Austausch von Informationen im Bereich der Besteuerung, oder aufgrund irgendeines Gesetzes oder einer Rechtsvorschrift, welche(s) diese Richtlinie beziehungsweise die in der Sitzung des ECOFIN-Rates vom 13. Dezember 2001 erzielten Ergebnisse umsetzt oder deren Anforderungen erfüllt, oder welches erlassen wird, um dieser Richtlinie zu entsprechen, auf eine Zahlung an eine natürliche Person erhoben werden; oder

[(e)][(f)][(g)][(h)] jede Kombination der Absätze (a), [(b),] [(b)][(c)], [(c)][(d)], [(d)][(e)], [(d)][(e)][(f)] und [(e)][(f)][(g)].

Außerdem sind zusätzliche Beträge nicht im Hinblick auf Zahlungen unter den Schuldverschreibungen an solche Gläubiger zu zahlen, die Treuhänder oder Personengesellschaften sind bzw. nicht wirtschaftliche Eigentümer im Hinblick auf eine solche Zahlung sind, sofern eine solche Zahlung nach den Gesetzen Kanadas, unter Steuerzwecken bei der Berücksichtigung des Einkommens eines Berechtigten oder Errichters eines Trusts oder des Gesellschafter einer solchen Personengesellschaft oder eines wirtschaftlichen Eigentümers zu berücksichtigen wäre, die nicht zum Erhalt zusätzlicher Beträge berechtigt wären, wenn ein solcher Berechtigter, Errichter eines Trusts, Gesellschafter einer Personengesellschaft oder wirtschaftlicher Eigentümer Gläubiger der Schuldverschreibungen gewesen wäre.

(3) *Maßgeblicher Tag.* Der "**maßgebliche Tag**" im Sinne dieser Emissionsbedingungen ist der Tag, an dem eine solche Zahlung zuerst fällig wird. Wenn jedoch die betreffende Zahlstelle die volle Summe der zu zahlenden Beträge nicht am oder vor dem jeweiligen Zahltag ordnungsgemäß erhalten hat, dann ist der maßgebliche Tag der Tag, an dem die betreffende Zahlstelle die volle Summe der zu zahlenden Beträge erhalten hat und eine Mitteilung hierüber gemäß § 11 an die Inhaber der Schuldverschreibungen ordnungsgemäß übermittelt wurde.

§ 8 KÜNDIGUNGSGRÜNDE

(1) *Kündigungsgründe.* Jeder Inhaber von Schuldverschreibungen ist berechtigt, seine sämtlichen Forderungen aus den Schuldverschreibungen durch Kündigung gegenüber der Emissionsstelle und der Emittentin fällig zu stellen und Rückzahlung des vorzeitigen Rückzahlungsbetrages zuzüglich etwaiger bis zum Tage der Rückzahlung aufgelaufener Zinsen zu verlangen, wenn

- (a) die Emittentin, gleichgültig aus welchen Gründen, (i) Kapital innerhalb von dreißig Tagen nach dem betreffenden Fälligkeitstag oder (ii) etwaige Zinsen aus den Schuldverschreibungen einschließlich etwaiger gemäß § 7 Absatz 1 zu zahlender zusätzlicher Beträge, innerhalb von dreißig Tagen nach dem betreffenden Fälligkeitstag nicht zahlt; oder
- (b) die Emittentin, gleichgültig aus welchen Gründen, mit der Erfüllung einer anderen Verpflichtung aus diesen Schuldverschreibungen länger als sechzig Tage nachdem die Emissionsstelle eine schriftliche Mitteilung von einem Inhaber erhalten hat in Rückstand kommt; oder
- (c) ein Gericht ein Konkurs- oder Insolvenzverfahren (oder ein vergleichbares Verfahren) gegen die Emittentin in der entsprechenden Rechtsordnung eröffnet worden ist, und diese Entscheidung nicht innerhalb von 60 Tagen aufgehoben oder ausgesetzt worden ist, oder die Emittentin von sich aus ein solches Verfahren beantragt oder einen Vergleich mit Inhabern anbietet oder durchführt; oder
- (d) die Emittentin aufgelöst oder liquidiert wird oder irgendeine Maßnahme zum Zwecke der Liquidation trifft, es sei denn, dass eine solche Liquidation im Zusammenhang mit einer Verschmelzung, Konsolidierung oder einer anderen Form des Zusammenschlusses mit einer anderen Gesellschaft erfolgt und diese Gesellschaft alle Verpflichtungen aus diesen Emissionsbedingungen übernimmt; oder
- (e) die Emittentin ihre Geschäftstätigkeit einstellt; oder
- (f) es gegen geltendes Recht verstößt, dass die Emittentin ihren Verpflichtungen aus Schuldverschreibungen nachkommt; oder
- (g) irgendein Ereignis eintritt, welches nach dem Recht einer relevanten Rechtsordnung mit denen in den vorherigen Paragraphen genannten Ereignissen vergleichbar ist.

(2) *Übermittlung.* Eine derartige Kündigung zur Rückzahlung ist durch eingeschriebenen Brief an die Emissionsstelle zu richten und wird mit Zugang bei dieser wirksam. Die Fälligkeit tritt ein am 14. Tag nach Zugang der Kündigung, es sei denn, dass im Falle des Absatzes (1)(a) oder (1)(b) die Verpflichtung vorher erfüllt worden ist.

§ 9 SCHULDNERERSETZUNG

(1) *Ersetzung.* Die Emittentin ist jederzeit berechtigt, ohne Zustimmung der Inhaber von Schuldverschreibungen eine andere Gesellschaft, die als Emittentin unter diesem Programm ernannt wurde, als Emittentin (die "**Neue Emittentin**") hinsichtlich aller Verpflichtungen aus oder in Verbindung mit den Schuldverschreibungen an die Stelle der Emittentin zu setzen, sofern:

- (a) die Neue Emittentin alle Verpflichtungen der Emittentin aus oder in Verbindung mit den Schuldverschreibungen übernimmt;
- (b) die Emittentin und die Neue Emittentin alle etwa notwendigen Genehmigungen von den zuständigen Behörden erhalten hat, wonach die Neue Emittentin alle Beträge, die zur Erfüllung der aus oder in Verbindung mit den Schuldverschreibungen entstehenden Zahlungsverpflichtungen erforderlich sind, in der festgelegten Währung oder einer anderen erforderlichen Währung ohne Einbehalt an der Quelle oder Abzug an der Quelle von irgendwelchen Steuern, Gebühren oder Abgaben in dem Land, in dem die Neue Emittentin ansässig ist, an die jeweilige Zahlstelle transferieren darf;
- (c) die Emittentin in einer nach Form und Inhalt gleichen Art wie in der ursprünglichen Garantie durch die Emittentin unbedingt und unwiderruflich die Verpflichtungen der Neuen Emittentin garantiert.

(2) *Bezugnahmen.* Im Falle einer solchen Schuldnerersetzung gilt jede in diesen Emissionsbedingungen enthaltene Bezugnahme auf die Emittentin fortan als auf die Neue Emittentin bezogen, und jede Bezugnahme auf das Land, in dem die Emittentin ihren Sitz hat, gilt fortan als auf das Land, in dem die Neue Emittentin ihren Sitz hat, bezogen, und, soweit hierbei ein Unterschied gemacht werden muss, auf das Land, in dem die Neue Emittentin für steuerliche Zwecke als gebietsansässig betrachtet wird.

(3) *Mitteilung.* Eine Schuldnerersetzung gemäß Absatz 1 dieses § 9 ist für die Inhaber von Schuldverschreibungen bindend und ist ihnen mit einer Frist von mindestens 15 Geschäftstagen vor Inkrafttreten der Schuldnerersetzung gemäß § 11 öffentlich bekannt zu machen.

§ 10 BEGEBUNG WEITERER SCHULDVERSCHREIBUNGEN, RÜCKKAUF UND ENTWERTUNG

(1) *Begebung weiterer Schuldverschreibungen.* Die Emittentin behält sich vor, ohne Zustimmung der Inhaber der Schuldverschreibungen weitere Schuldverschreibungen in der Weise zu begeben, dass sie mit den Schuldverschreibungen dieser Tranche zusammengefasst werden, eine einheitliche Emission (Serie) mit ihnen bilden und ihren Gesamtnennbetrag erhöhen. Die Schuldverschreibungen einer Serie haben identische Emissionsbedingungen und Ausstattungsmerkmale mit Ausnahme (im Fall von mehr als einer Tranche) des Begebungstages, des Verzinsungsbeginns und des Emissionspreises. Bezugnahmen auf "*Schuldverschreibungen*" gelten in gleicher Weise als Bezugnahmen auf solche Tranchen oder Serien.

(2) *Rückkauf und Entwertung.* Der Emittentin und jeder ihrer Tochtergesellschaften ist es erlaubt, Schuldverschreibungen im Markt oder auf andere Weise zurückzukaufen. Zurückgekaufte oder auf andere Weise von der Emittentin oder jeweiligen Tochtergesellschaft erworbene Schuldverschreibungen können gehalten, wiederverkauft oder nach Wahl der Emittentin bzw. der betreffenden Tochtergesellschaft der jeweiligen Zahlstelle zur Entwertung überlassen werden.

§ 11 MITTEILUNGEN

[Im Fall von Schuldverschreibungen, die an einer Börse notiert sind, einfügen:

(1) *Bekanntmachung.*

[Sofern eine Mitteilung durch Publikation in einer führenden Tageszeitung oder elektronischer Plattform möglich ist, einfügen: Alle die Schuldverschreibungen betreffenden Mitteilungen sind in einer führenden Tageszeitung oder auf einer elektronischer Plattform mit allgemeiner Verbreitung in [Österreich] [London] **[anderen Ort einfügen]**, voraussichtlich [Elektronische Verlautbarungs- und Informationsplattform des Bundes - EVI] [Financial Times] **[andere Zeitung / Plattform mit allgemeiner Verbreitung einfügen]** in deutscher oder englischer Sprache zu veröffentlichen. [Jede derartige Mitteilung gilt mit dem Tag der Veröffentlichung (oder bei mehreren Veröffentlichungen mit dem Tag der ersten solchen Veröffentlichung) als wirksam erfolgt.]

[(2)] *Mitteilung an das Clearing System.*

[im Fall von Schuldverschreibungen, die nicht notiert sind, einfügen: Die Emittentin wird alle die Schuldverschreibungen betreffenden Mitteilungen an das Clearing System zur Weiterleitung an die Inhaber übermitteln. Jede derartige Mitteilung gilt am siebten Tag nach dem Tag der Mitteilung an das Clearing System als den Inhabern mitgeteilt.]

[Im Fall von Schuldverschreibungen, die an der Luxemburger Börse notiert sind, einfügen: Solange Schuldverschreibungen an der Wiener Börse notiert sind, findet Absatz 1 Anwendung. Soweit dies Mitteilungen über den Zinssatz betrifft oder die Regeln der Wiener Börse dies zulassen, kann die Emittentin eine Veröffentlichung nach Absatz 1 durch eine Mitteilung an das Clearing System zur Weiterleitung an die Inhaber ersetzen; jede derartige Mitteilung gilt am siebten Tag nach dem Tag der Mitteilung an das Clearing System als den Inhabern mitgeteilt.]

[Im Fall von Schuldverschreibungen, die an einer anderen Börse als der Wiener Börse notiert sind, einfügen: Die Emittentin ist berechtigt, eine Veröffentlichung nach Absatz 1 durch eine Mitteilung an das Clearing System zur Weiterleitung an die Inhaber zu ersetzen, vorausgesetzt, dass die Regeln der Börse, an der die Schuldverschreibungen notiert sind, diese Form der Mitteilung zulassen. Jede derartige Mitteilung gilt am siebten Tag nach dem Tag der Mitteilung an das Clearing System als den Inhabern mitgeteilt.]

§ 12 ANWENDBARES RECHT, ERFÜLLUNGORT, GERICHTSSTAND UND GERICHTLICHE GELTENDMACHUNG

(1) *Anwendbares Recht.* Form und Inhalt der Schuldverschreibungen und der Globalurkunde(n) sowie alle sich daraus ergebenden Rechte und Pflichten bestimmen sich ausschließlich nach dem Recht der Bundesrepublik Deutschland.

(2) *Gerichtsstand.* Für alle Rechtsstreitigkeiten, die sich aus den in diesen Emissionsbedingungen geregelten Rechtsverhältnissen ergeben, sind die Inhaber von Schuldverschreibungen berechtigt, ihre Ansprüche nach ihrer Entscheidung entweder vor den zuständigen Gerichten in dem Land des Sitzes der Emittentin oder vor dem zuständigen Gericht in Frankfurt am Main, Bundesrepublik Deutschland, geltend zu machen. Alle anderen Gerichtsstände sind ausgeschlossen. Es gilt als vereinbart, dass diese Gerichte ausschließlich deutsches Recht anwenden sollen.

(3) *Erfüllungsort.* Erfüllungsort ist Wien, Republik Österreich.

(4) *Gerichtliche Geltendmachung.* Jeder Inhaber von Schuldverschreibungen ist berechtigt, in jedem Rechtsstreit gegen die Emittentin oder in jedem Rechtsstreit, in dem der Inhaber und die Emittentin Partei sind,

seine Rechte aus diesen Schuldverschreibungen im eigenen Namen auf der folgenden Grundlage geltend zu machen: (i) er bringt eine Bescheinigung der Depotbank bei, bei der er für die Schuldverschreibungen ein Wertpapierdepot unterhält, welche (a) den vollständigen Namen und die vollständige Adresse des Inhabers enthält, (b) den Gesamtnennbetrag der Schuldverschreibungen bezeichnet, die unter dem Datum der Bestätigung auf dem Wertpapierdepot verbucht sind und (c) bestätigt, dass die Depotbank gegenüber dem Clearing System eine schriftliche Erklärung abgegeben hat, die die vorstehend unter (a) und (b) bezeichneten Informationen enthält; oder (ii) er legt eine Kopie der die betreffenden Schuldverschreibungen verbriefenden Globalurkunde vor, deren Übereinstimmung mit dem Original eine vertretungsberechtigte Person des Clearing System oder des Verwahrers des Clearing System bestätigt hat, ohne dass eine Vorlage der Originalbelege oder der die Schuldverschreibungen verbriefenden Globalurkunde in einem solchen Verfahren erforderlich wäre. **"Depotbank"** jede Bank oder ein sonstiges anerkanntes Finanzinstitut, das berechtigt ist, das Wertpapierverwahrungsgeschäft zu betreiben und bei der/dem der Inhaber ein Wertpapierdepot für die Schuldverschreibungen unterhält, einschließlich des Clearing Systems. Unbeschadet des Vorstehenden kann jeder Inhaber seine Rechte aus den Schuldverschreibungen auch auf jede andere Weise schützen oder geltend machen, die im Land, in dem der Rechtsstreit eingeleitet wird, prozessual zulässig ist.

(5) *Kraftloserklärung.* Die österreichischen Gerichte sind ausschließlich zuständig für die Kraftloserklärung abhanden gekommener oder vernichteter Globalurkunden.

§ 13

ÄNDERUNG DER ANLEIHEBEDINGUNGEN; GEMEINSAMER VERTRETER

(1) *Änderung der Anleihebedingungen.* Die Anleihegläubiger können gemäß den Bestimmungen des Gesetz über Schuldverschreibungen aus Gesamtemissionen ("**SchVG**") durch einen Beschluss mit der in § 13(2) SchVG bestimmten Mehrheit über einen im SchVG zugelassenen Gegenstand eine Änderung dieser Emissionsbedingungen mit der Emittentin vereinbaren. Eine Änderung der Anleihebedingungen ohne Zustimmung der Emittentin scheidet aus.

Die Anleihegläubiger können insbesondere einer Änderung wesentlicher Inhalte der Anleihebedingungen, einschließlich der in § 5 Absatz 3 SchVG vorgesehenen Maßnahmen mit Ausnahme der Ersetzung der Emittentin, die in § 9 abschließend geregelt ist, mit den in dem nachstehenden § 13(2) genannten Mehrheiten zustimmen. Ein ordnungsgemäß gefasster Mehrheitsbeschluss ist für alle Anleihegläubiger verbindlich.

(2) *Mehrheitserfordernisse.* Vorbehaltlich des nachstehenden Satzes und der Erreichung der erforderlichen Beschlussfähigkeit, beschließen die Anleihegläubiger mit der einfachen Mehrheit der an der Abstimmung teilnehmenden Stimmrechte. Beschlüsse, durch welche der wesentliche Inhalt der Anleihebedingungen, insbesondere in den Fällen des § 5 Absatz 3 Nummer 1 bis 9 SchVG, geändert wird, bedürfen zu ihrer Wirksamkeit einer Mehrheit von mindestens 75% der an der Abstimmung teilnehmenden Stimmrechte (eine "**Qualifizierte Mehrheit**").

(3) *Stimmrechte.* Gemäß § 6 SchVG nimmt jeder Anleihegläubiger nach Maßgabe des Nennwerts bzw. des rechnerischen Anteils seiner Berechtigung an den ausstehenden Schuldverschreibungen an Abstimmungen der Anleihegläubiger teil. Das Stimmrecht ruht, solange die Schuldverschreibungen der Emittentin oder einem mit ihr verbundenen Unternehmen (§ 271 Absatz 2 des deutschen Handelsgesetzbuches) zustehen oder für Rechnung der Emittentin oder eines mit ihr verbundenen Unternehmens gehalten werden.

(4) *Beschlüsse.* Beschlüsse der Anleihegläubiger werden entweder in einer Versammlung der Anleihegläubiger nach § 13 (4)(i) oder im Wege der Abstimmung ohne Versammlung nach §13(4)(ii) getroffen, die von der Emittentin oder einem gemeinsamen Vertreter einberufen wird.

- (i) Beschlüsse der Anleihegläubiger im Rahmen einer Gläubigerversammlung werden nach §§ 9 ff. SchVG getroffen. Die Einberufung der Gläubigerversammlung regelt die weiteren Einzelheiten der Beschlussfassung und der Abstimmung. Mit der Einberufung der

- Gläubigerversammlung werden in der Tagesordnung die Beschlussgegenstände sowie die Vorschläge zur Beschlussfassung den Anleihegläubigern bekannt gegeben.
- (ii) Beschlüsse der Anleihegläubiger im Wege der Abstimmung ohne Versammlung werden nach § 18 SchVG getroffen. Die Aufforderung zur Stimmabgabe durch den Abstimmungsleiter regelt die weiteren Einzelheiten der Beschlussfassung und der Abstimmung. Mit der Aufforderung zur Stimmabgabe werden die Beschlussgegenstände sowie die Vorschläge zur Beschlussfassung den Anleihegläubigern bekannt gegeben.

(5) *Zweite Gläubigerversammlung.* Wird die Beschlussfähigkeit bei einer Gläubigerversammlung nach § 13(4)(i) oder bei der Abstimmung ohne Versammlung nach § 13(4)(ii) nicht festgestellt, kann der Abstimmungsleiter eine Gläubigerversammlung einberufen oder im Fall der vorherigen Abstimmung ohne Versammlung nach § 13(4)(ii), die als zweite Gläubigerversammlung im Sinne des § 15(3) Satz 3 SchVG gilt und beschlussfähig ist.

(6) *Anmeldung.* Die Stimmrechtsausübung ist von einer vorherigen Anmeldung der Anleihegläubiger abhängig. Die Anmeldung muss bis zum dritten Tag vor der Gläubigerversammlung im Falle einer Gläubigerversammlung (wie in § 13(4)(i) oder § 13(5) beschrieben) bzw. vor dem Beginn des Abstimmungszeitraums im Falle einer Abstimmung ohne Versammlung (wie in § 13(4)(i) beschrieben) unter der in der Aufforderung zur Stimmabgabe angegebenen Anschrift zugehen. Zusammen mit der Anmeldung müssen Anleihegläubiger den Nachweis ihrer Berechtigung zur Teilnahme an der Abstimmung durch eine besondere Bescheinigung ihrer jeweiligen Depotbank in Textform und die Vorlage eines Sperrvermerks der Depotbank erbringen, aus dem hervorgeht, dass die relevanten Schuldverschreibungen für den Zeitraum vom Tag der Absendung der Anmeldung (einschließlich) bis zu dem angegebenen Ende der Versammlung (einschließlich) bzw. dem Ende des Abstimmungszeitraums (einschließlich) nicht übertragen werden können.

(7) *Gemeinsamer Vertreter.* Die Anleihegläubiger können durch Mehrheitsbeschluss die Bestellung und Abberufung eines gemeinsamen Vertreters, die Aufgaben und Befugnisse des gemeinsamen Vertreters, die Übertragung von Rechten der Anleihegläubiger auf den gemeinsamen Vertreter und eine Beschränkung der Haftung des gemeinsamen Vertreters bestimmen. Die Bestellung eines gemeinsamen Vertreters bedarf einer Qualifizierten Mehrheit, wenn er ermächtigt wird, wesentlichen Änderungen der Anleihebedingungen gemäß § 13(1) zuzustimmen.

Der gemeinsame Vertreter hat die Aufgaben und Befugnisse, welche ihm durch Gesetz oder von den Anleihegläubigern durch Mehrheitsbeschluss eingeräumt wurden. Er hat die Weisungen der Anleihegläubiger zu befolgen. Soweit er zur Geltendmachung von Rechten der Anleihegläubiger ermächtigt ist, sind die einzelnen Anleihegläubiger zur selbständigen Geltendmachung dieser Rechte nicht befugt, es sei denn der Mehrheitsbeschluss sieht dies ausdrücklich vor. Über seine Tätigkeit hat der gemeinsame Vertreter den Anleihegläubigern zu berichten. Für die Abberufung und die sonstigen Rechte und Pflichten des gemeinsamen Vertreters gelten die Vorschriften des SchVG.

Die Haftung des gemeinsamen Vertreters ist auf das Zehnfache seiner jährlichen Vergütung beschränkt, es sei denn, dem gemeinsamen Vertreter fällt Vorsatz oder grobe Fahrlässigkeit zur Last.

(8) *Bekanntmachungen.* Bekanntmachungen betreffend diesen § 13 erfolgen gemäß den §§ 5ff. SchVG sowie nach § 11.

§ 14 TEILUNWIRKSAMKEIT

Sollte eine der vorstehenden Bestimmungen dieser Emissionsbedingungen unwirksam oder undurchführbar sein oder werden, so bleibt die Wirksamkeit und die Durchführbarkeit der übrigen Bestimmungen hiervon unberührt. Anstelle der unwirksamen oder undurchführbaren Bestimmung soll eine, soweit rechtlich möglich, dem Sinn und Zweck dieser Emissionsbedingungen zum Zeitpunkt der Begebung der Schuldverschreibungen entsprechende Regelung gelten. Unter Umständen, unter denen sich diese Emissionsbedingungen als unvollständig erweisen, soll eine ergänzende Auslegung, die dem Sinn und Zweck dieser

Emissionsbedingungen entspricht, unter angemessener Berücksichtigung der berechtigten Interessen der beteiligten Parteien erfolgen.

§ 15 SPRACHE

[Sofern die Emissionsbedingungen in der deutschen Sprache abgefasst werden, einfügen: Diese Emissionsbedingungen sind in deutscher Sprache abgefasst. **[Sofern die Emissionsbedingungen in der deutschen Sprache mit einer unverbindlichen Übersetzung in die englische Sprache beigelegt wird, einfügen:** Eine Übersetzung in die englische Sprache ist beigelegt. Der deutsche Text ist bindend und maßgeblich. Die Übersetzung in die englische Sprache ist unverbindlich.]]

[Sofern die Emissionsbedingungen in der englischen Sprache abgefasst werden, einfügen: Diese Emissionsbedingungen sind in englischer Sprache abgefasst. **[Sofern die Emissionsbedingungen in der englischen Sprache mit einer unverbindlichen Übersetzung in die deutsche Sprache abgefasst werden, einfügen:** Diese Emissionsbedingungen sind in englischer Sprache abgefasst. Eine Übersetzung in die deutsche Sprache ist beigelegt. Der englische Text ist bindend und maßgeblich. Die Übersetzung in die deutsche Sprache ist unverbindlich.]]

§ 16 HINTERLEGUNG, VORLEGUNGSFRIST, VERJÄHRUNGSFRIST

(1) *Hinterlegung.* Die Emittentin kann die von Inhabern von Schuldverschreibungen innerhalb von zwölf Monaten nach Fälligkeit nicht geltend gemachten Beträge an Kapital und etwaigen Zinsen auf Gefahr und Kosten dieser Inhaber der Schuldverschreibungen beim Amtsgericht Frankfurt am Main unter Verzicht auf das Recht der Rücknahme hinterlegen, auch wenn die Inhaber sich nicht in Annahmeverzug befinden. Mit der Hinterlegung unter Verzicht auf das Recht der Rücknahme erlischt jeglicher Anspruch dieser Inhaber der Schuldverschreibungen gegen die Emittentin und für die Erfüllung von deren Verbindlichkeiten haftende Dritte.

(2) *Vorlegungsfrist.* Die Vorlegungsfrist gemäß § 801 Absatz 1 Satz 1 BGB wird auf zehn Jahre verkürzt.

(3) *Verjährungsfrist.* Die Verjährungsfrist für während der Vorlegungsfrist zur Zahlung vorgelegte Schuldverschreibungen beträgt zwei Jahre beginnend mit dem Ablauf der jeweiligen Vorlegungsfrist.

2. FORM OF FINAL TERMS

FORM OF FINAL TERMS / MUSTER - ENDGÜLTIGE BEDINGUNGEN

[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, the "MiFID II"); (ii) a customer within the meaning of Directive 2016/97/EU (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]

[VERTRIEBSVERBOT AN PRIVATINVESTOREN IM EWR - Die Schuldverschreibungen sind nicht dazu bestimmt, dass sie Privatinvestoren im Europäischen Wirtschaftsraum ("EWR") angeboten, verkauft oder auf anderem Wege zur Verfügung gestellt werden und die Schuldverschreibungen sollen dementsprechend Kleinanleger im EWR nicht angeboten, verkauft oder auf anderem Wege zur Verfügung gestellt werden. Ein Kleinanleger im Sinne dieser Vorschrift ist eine Person, die mindestens einer der folgenden Kategorien zuzuordnen ist: (i) ein Kleinanleger im Sinne von Artikel 4 Absatz 1 Nummer 11 von Richtlinie 2014/65/EU (in ihrer jeweils gültigen Fassung, "MiFID II"); (ii) ein Kunde im Sinne von Richtlinie 2016/97/EU (in ihrer jeweils gültigen Fassung), der nicht als professioneller Kunde im Sinne von Artikel 4 Absatz 1 Nummer 10 MiFID II einzustufen ist; oder (iii) ein Anleger, der kein qualifizierter Anleger im Sinne der Verordnung (EU) 2017/1129 (die "Prospektverordnung"). Folglich wurde kein Informationsdokument, wie nach Verordnung (EU) Nr. 1286/2014 (in ihrer jeweils gültigen Fassung, "PRIIPs Verordnung") für Angebote, Vertrieb und die sonstige Zurverfügungstellung der Schuldverschreibungen an Kleinanleger im EWR erforderlich, erstellt und dementsprechend könnte das Angebot, der Vertrieb oder die sonstige Zurverfügungstellung von Schuldverschreibungen an Kleinanleger im EWR nach der PRIIPs-Verordnung unzulässig sein.]

[MiFID II PRODUCT GOVERNANCE / [PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET] [RETAIL INVESTORS TARGET MARKET] – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Instruments has led to the conclusion that: (i) the target market for the Instruments is eligible counterparties[, and] professional clients [[only/][and retail clients]], each as defined in Directive 2014/65/EU (as amended, "MiFID II"); EITHER [and (ii) all channels for distribution of the Instruments are appropriate [including investment advice, portfolio management, non-advised sales and pure execution services] OR [(ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Instruments to retail clients are appropriate - investment advice[, and] portfolio management[, and] non-advised sales [and pure execution services]], subject to the Distributor's suitability and appropriateness obligations under MiFID II, as applicable]]. [Consider any negative target market] Any person subsequently offering, selling or recommending the Instruments (a "Distributor") should take into consideration the manufacturer['s/s'] target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Instruments (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels[, subject to the Distributor's suitability and appropriateness obligations under MiFID II, as applicable].][Insert further details on target market, client categories etc.] [Insert further details on target market, client categories etc.]

[MiFID II PRODUKTÜBERWACHUNGSPFLICHTEN / [ZIELMARKT PROFESSIONELLE INVESTOREN UND GEEIGNETE GEGENPARTEIEN] [ZIELMARKT KLEINANLEGER] – Die Zielmarktbestimmung im Hinblick auf die Instrumente hat – ausschließlich für den Zweck des Produktgenehmigungsverfahrens [des/jedes] Konzepteurs – zu dem Ergebnis geführt, dass (i) der Zielmarkt für die Instrumente [nur/] geeignete Gegenparteien[,] [und] professionelle Kunden [und Kleinanleger], jeweils im Sinne der Richtlinie 2014/65/EU (in der jeweils gültigen Fassung, "MiFID II"), umfasst; [und] (ii) alle Kanäle für den Vertrieb der Instrumente angemessen sind [einschließlich Anlageberatung, Portfolio-Management, Verkäufe ohne Beratung und reine Ausführungsdienstleistungen] ODER [und (ii) alle Kanäle für den Vertrieb der Schuldverschreibungen an professionelle Investoren und geeignete Gegenparteien angemessen sind und die folgenden Kanäle für den Vertrieb der Schuldverschreibungen an Kleinanleger angemessen sind – Anlageberatung[,/ und] Portfolio-Management[,/ und] [Verkäufe ohne Beratung][und reine Ausführungsdienstleistungen][, nach Maßgabe der Pflichten des Vertriebsunternehmens unter MiFID II im Hinblick auf Geeignetheit bzw. Angemessenheit]]. [Negativen Zielmarkt berücksichtigen] Jede Person, die in der Folge die Instrumente anbietet, verkauft oder empfiehlt (ein "Vertriebsunternehmen") soll die Beurteilung des Zielmarkts [des/der] Konzepteur[s/e] berücksichtigen; ein Vertriebsunternehmen, welches MiFID II unterliegt, ist indes dafür verantwortlich, seine eigene Zielmarktbestimmung im Hinblick auf die Instrumente durchzuführen (entweder durch die Übernahme oder durch die Präzisierung der Zielmarktbestimmung [des/der] Konzepteur[s/e]) und angemessene Vertriebskanäle[nach Maßgabe der Pflichten des Vertriebsunternehmens unter MiFID II im Hinblick Geeignetheit bzw. Angemessenheit], zu bestimmen.][Weitere Details bezüglich Zielmarkt, Kundenkategorie etc. einfügen]

**FORM OF FINAL TERMS
MUSTER - ENDGÜLTIGE BEDINGUNGEN**

**Final Terms
Endgültige Bedingungen**

[Date]
[Datum]

[Title of relevant Tranche of Notes]
issued pursuant to the

[Bezeichnung der betreffenden Tranche der Schuldverschreibungen]
begeben aufgrund des

EUR 100,000,000
Euro Medium Term Note Programme

EUR 100.000.000
Euro Medium Term Note Programme

of
von

ZENITH ENERGY LTD (the "**Issuer**")
ZENITH ENERGY LTD (die "**Emittentin**")
dated [●] 2024
datiert [●] 2024

[die mit der **[ursprüngliche Tranche(n) einfügen]**, begeben am **[Datum/Daten]** konsolidiert werden und
eine einheitliche Serie bilden]
[to be consolidated and form a single series with the [insert original tranche(s)] issued on [date(s)]]

Specified Currency: []
Festgelegte Währung: []

Nominal Value: []
Nominalwert: []

Series No.: []
Serien-Nr.: []

Tranche No.: []
Tranchen-Nr.: []

These Final Terms dated [] (the "**Final Terms**") have been prepared for the purpose of the Prospectus Regulation (EU) 2017/1129. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of the Final Terms when read together with the base Prospectus dated 4 March 2022, including any supplements thereto (the "**Prospectus**"). The Prospectus [and the supplement dated **[insert**

date] [.,] [and] the supplement dated **[insert date]** []¹ has been or will be, as the case may be, published on the website of the Issuer ([https://www.zenithenergy.ca/investors/bonds-credit-ratings/]). In case of an issue of Notes which are (i) listed on the Vienna MTF of the Vienna Stock Exchange or multilateral trading facilities (MTFs) of other stock exchanges; and/or (ii) publicly offered, the Final Terms relating to such Notes will be published on the website of the Issuer ([https://www.zenithenergy.ca/investors/bonds-credit-ratings/]) [and] [on the website of **[insert website]**]. [A summary of the individual issue of the Notes is annexed to these Final Terms.]² [The summary annexed to these Final Terms is substituted in part with the information set out in points (c) to (i) of paragraph 3 of article 8 of Regulation (EU) No 1286/2014. This information is included in a distinct section of the summary.]³

*Diese Endgültigen Bedingungen vom [] (die "**Endgültigen Bedingungen**") wurden für die Zwecke der Prospektverordnung (EU) 2017/1129 abgefasst. Vollständige Informationen über die Emittentin und das Angebot der Schuldverschreibungen sind ausschließlich auf der Grundlage dieser Endgültigen Bedingungen im Zusammenlesen mit dem Basisprospekt vom 4. März 2022 und etwaiger Nachträge dazu (der "**Prospekt**") erhältlich. Der Prospekt [und der Nachtrag vom **[Datum einfügen]** [.,] [und] der Nachtrag vom **[Datum einfügen]** []¹ wurden bzw. werden auf der Website der Emittentin ([https://www.zenithenergy.ca/investors/bonds-credit-ratings/]) veröffentlicht. Soweit Schuldverschreibungen (i) zum Handel in den Vienna MTF der Wiener Börse oder in den MTF einer anderen Wertpapierbörse einbezogen werden; und/oder (ii) öffentlich angeboten werden, werden die Endgültigen Bedingungen bezüglich dieser Schuldverschreibungen auf der Website der Emittentin ([https://www.zenithenergy.ca/investors/bonds-credit-ratings/]) [und] [auf der Website der **[website einfügen]**] veröffentlicht.*

[Eine Zusammenfassung der einzelnen Emission der Schuldverschreibungen ist diesen Endgültigen Bedingungen im Anhang angefügt.]² [Die Zusammenfassung, die diesen Endgültigen Bedingungen angehängt ist, wird teilweise durch die in Artikel 8 Absatz 3 unter den Buchstaben c bis i der Verordnung (EU) Nr. 1286/2014 genannten Angaben ersetzt. Diese Angaben werden der Zusammenfassung als separater Abschnitt beigegefügt.]³

Offer Price: [] per cent⁴
Ausgabepreis: [] Prozent⁴

Issue Date: []⁵
Valutierungstag: []⁵

Trade Date: []
Handelstag: []

1 To be inserted if relevant.

Auszufüllen soweit relevant.

2 Required only for Notes with a denomination of less than EUR 100,000 or the equivalent in another currency.

Nur für Schuldverschreibungen mit einer Stückelung von weniger als EUR 100.000 oder dem entsprechenden Gegenwert in einer anderen Währung.

3 Required only for Notes that qualify as PRIIP under the Regulation (EU) No 1286/2014.

Nur für Schuldverschreibungen, die als PRIIP im Sinne der Verordnung (EU) No 1286/2014 zu qualifizieren sind.

4 To be completed for all Notes.

Auszufüllen für alle Schuldverschreibungen.

5 The Issue Date is the date of payment and settlement of the Notes. In the case of free delivery, the Issue Date is the delivery date. Der Valutierungstag ist der Tag, an dem die Schuldverschreibungen begeben und bezahlt werden. Bei freier Lieferung ist der Valutierungstag der Tag der Lieferung.

Net proceeds: [] [(less an amount to account for expenses)]⁶
Nettoerlös: [] [(abzüglich eines Betrages für Kosten)]⁶

Terms not otherwise defined herein shall have the meanings specified in the Terms and Conditions, as set out in the Prospectus (the "**Terms and Conditions**"). All references in these Final Terms to numbered sections are to sections of the Terms and Conditions.

*Begriffe, die in den im Prospekt enthaltenen Emissionsbedingungen (die "**Emissionsbedingungen**") definiert sind, haben, falls die Endgültigen Bedingungen nicht etwas anderes bestimmen, die gleiche Bedeutung, wenn sie in diesen Endgültigen Bedingungen verwendet werden. Bezugnahmen in diesen Endgültigen Bedingungen auf Paragraphen beziehen sich auf die Paragraphen der Emissionsbedingungen.*

The Terms and Conditions shall be completed and specified by the information contained in Part I of these Final Terms (the "**Conditions**").

*Die Emissionsbedingungen werden durch die Angaben in Teil I dieser Endgültigen Bedingungen vervollständigt und spezifiziert. (die "**Bedingungen**").*

PART I.

TEIL I.

Conditions that complete and specify the Terms and Conditions.

Bedingungen, die die Emissionsbedingungen komplettieren bzw. spezifizieren.

The applicable and legally binding Conditions are as set out below in the [German] [English] language version [together with a non-binding [German] [English] language translation thereof].

Die geltenden und rechtlich bindenden Bedingungen sind wie nachfolgend in der [deutschen] [englischen] Sprache aufgeführt [zusammen mit einer unverbindlichen Übersetzung in die [englische] [deutsche] Sprache].

This Part I. of the Final Terms is to be read in conjunction with the set of Terms and Conditions that apply to Fixed Rate Notes set forth in the Prospectus. Capitalised terms shall have the meanings specified in the Terms and Conditions.

All references in this Part I. of the Final Terms to numbered paragraphs and subparagraphs are to paragraphs and subparagraphs of the Terms and Conditions.

The placeholders in the provisions of the Terms and Conditions which are applicable to the Notes shall be deemed to be completed by the information contained in the Final Terms as if such information were inserted in the placeholder of such provisions. All provisions in the Terms and Conditions which are not selected and not completed by the information contained in the Final Terms shall be deemed to be deleted from the terms and conditions applicable to the Notes.

Dieser TEIL I. der Endgültigen Bedingungen ist in Verbindung mit dem Satz der Emissionsbedingungen, der auf Festverzinsliche Schuldverschreibungen Anwendung findet, zu lesen, der im Prospekt enthalten ist. Begriffe, die in den Emissionsbedingungen definiert sind, haben dieselbe Bedeutung, wenn sie in diesen Endgültigen Bedingungen verwendet werden.

6 Required only for listed or public issues. Issue Price less Management/Underwriting Commission and Selling Concession
Nur für börsennotierte und öffentlich angebotene Emissionen erforderlich. Ausgabepreis abzüglich Management- und Übernahme provision sowie Verkaufsprovision.

Bezugnahmen in diesem TEIL I. der Endgültigen Bedingungen auf Paragraphen und Absätze beziehen sich auf die Paragraphen und Absätze der Emissionsbedingungen.

Die Platzhalter in den auf die Schuldverschreibungen anwendbaren Bestimmungen der Emissionsbedingungen gelten als durch die in den Endgültigen Bedingungen enthaltenen Angaben ausgefüllt, als ob die Platzhalter in den betreffenden Bestimmungen durch diese Angaben ausgefüllt wären. Sämtliche Optionen der Emissionsbedingungen, die nicht durch die in den Endgültigen Bedingungen enthaltenen Angaben ausgewählt und ausgefüllt wurden, gelten als in den auf die Schuldverschreibungen anwendbaren Bedingungen gestrichen.]

§ 1 CURRENCY, DENOMINATION, FORM, TITLE, CERTAIN DEFINITIONS
§ 1 WÄHRUNG, STÜCKELUNG, FORM, EIGENTUM, DEFINITIONEN

§ 1 (1) Currency, Denomination

§ 1 (1) Währung, Stückelung

Tranche No.: [•]
Tranchen-Nr.: [•]

Specified Currency: [•]
Festgelegte Währung: [•]

Aggregate Principal Amount: [•]
Gesamtnennbetrag: [•]

Aggregate Principal Amount in words: [•]
Gesamtnennbetrag in Worten: [•]

Specified Denomination: [•]
Festgelegte Stückelung: [•]

Tranche to become part of an existing Series: [Yes] [No]
*Zusammenfassung der Tranche mit einer [Ja] [Nein]
bestehenden Serie:*

[Tranchen-Nr. [•]
Number of tranche

[Number of Series [•]
Seriennummer

Issue Date of Tranche 1 [•]
Ausgabetag der ersten Tranche [•]

[Issue Date of Tranche 2 [•]
Ausgabetag der zweiten Tranche [•]]

Aggregate Principal Amount of Consolidated [•]
Series: [•]
*Gesamtnennbetrag der gesamten konsolidierten
Serie:*

§ 1 (2) Form

§ 1 (2) Verbriefung

Global Note(s):
Globalurkunde(n):

- ☐ Permanent Global Note
Dauerglobalurkunde
- ☐ Temporary Global Note exchangeable for Permanent Global Note
Vorläufige Globalurkunde austauschbar gegen Dauerglobalurkunde

§ 1 (3) Clearing System
§ 1 (3) *Clearing System*

☐ Clearstream Banking AG, Frankfurt am Main
Mergenthalerallee 61
65760 Eschborn

☐ Clearstream Banking, société anonyme,
Luxembourg
42 Avenue JF Kennedy
L-1855 Luxembourg

☐ Euroclear Bank SA/NV
Boulevard du Roi Albert II
B-1210 Brussels

☐ OeKB CSD GmbH
Strauchgasse 1-3
A-1010 Vienna

☐ Other: [•]
Sonstige: [•]

☐ New Global Note
New Global Note

- ☐ Intended to be held in a manner [Yes. Note that the designation "yes" simply means that the which would allow ECB Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met (ECB eligibility).]⁷

⁷ Include this text if this item is applicable in which case the Notes must be issued in NGN form.
Dieser Text ist einzufügen, falls dieser Punkt anwendbar ist. In diesem Fall müssen die Schuldverschreibungen in NGN Form emittiert werden.

[No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.]

Verwahrung in einer Weise, die EZB-Fähigkeit bewirkt

[Ja. Im Fall der Kennzeichnung mit "ja" ist damit nur beabsichtigt, die Schuldverschreibungen zum Zeitpunkt ihrer Emission bei einer der internationalen zentralen Verwahrstellen (ICSDs) als gemeinsame Sicherheitsverwahrstelle einzureichen. Das bedeutet nicht notwendigerweise, dass die Schuldverschreibungen zum Zeitpunkt ihrer Emission oder zu einem anderen Zeitpunkt während ihrer Laufzeit als geeignete Sicherheit im Sinne der Geldpolitik des Eurosystems und für Zwecke der untätigen Kreditfähigkeit durch das Eurosystem anerkannt werden. Eine solche Anerkennung hängt davon ab, dass die Europäische Zentralbank davon überzeugt ist, dass die Kriterien der Eignung für das Eurosystem erfüllt sind (EZB-Fähigkeit).] ⁷

[Nein. Im Fall der Kennzeichnung mit "nein" zum Datum dieser Endgültigen Bedingungen, können die Schuldverschreibungen zu einem späteren Zeitpunkt bei einer der internationalen zentralen Verwahrstellen (ICSDs) als gemeinsame Sicherheitsverwahrstelle eingereicht werden. Das bedeutet nicht notwendigerweise, dass die Schuldverschreibungen während ihrer Laufzeit als geeignete Sicherheit im Sinne der Geldpolitik des Eurosystems und für Zwecke der untätigen Kreditfähigkeit durch das Eurosystem anerkannt werden. Eine solche Anerkennung hängt davon ab, dass die Europäische Zentralbank davon überzeugt ist, dass die Kriterien der Eignung für das Eurosystem erfüllt sind.]

§ 1 (7) Business Day

§ 1 (7) Geschäftstag

Relevant Financial Centers:

[●]

Relevante Finanzzentren:

[●]

§ 3 Interest

§ 3 Zinsen



Fixed Rate Notes

Festverzinsliche Schuldverschreibungen

§ 3 (1) Rate of Interest and Interest Payment Dates

§ 3 (1) Zinssatz und Zinszahlungstage

Rate of Interest: [] per cent. *per annum*
Zinssatz: [] Prozent *per annum*

Interest Commencement Date: [●]
Verzinsungsbeginn: [●]

Interest Payment Date(s): [●]
Zinszahlungstag(e): [●]

First Interest Payment Date [●]
Erster Zinszahlungstag [●]

☐ Initial Broken Amount (per Specified [●]
Denomination)
*Anfänglicher Bruchteilzinsbetrag (pro [●]
festgelegte Stückelung)*

[Fixed Interest Date preceding the Maturity Date⁸ [●]
*Letzter dem Fälligkeitstag vorausgehender [●]
Festzinstermi⁸*

☐ Final Broken Amount (per Specified [●]
Denomination)
*Abschließender Bruchteilzinsbetrag (pro [●]
festgelegte Stückelung)*

[Determination Date(s)⁹ [●] [in each year]
Feststellungstermin(e)⁹ [●] [in jedem Jahr]]

§ 3 (4) Day Count Fraction § 3 (4) Zinstagequotient

- ☐ Actual/Actual (ICMA)
Actual/Actual (ICMA)
- ☐ 30/360
30/360
- ☐ ACT/ACT (ISDA) or Actual/365
ACT/ACT (ISDA) oder Actual/365
- ☐ Actual/365 (Fixed)

8 To be inserted if the Maturity Date is not a Fixed Interest Date.
Einfügen, sofern der Fälligkeitstag kein Festzinstermi⁸ ist.

9 Insert number of regular interest dates ignoring issue date in the case of a long or short first coupon. N.B. Only relevant where Day Count Fraction is Actual/Actual (ICMA).
Einzusetzen ist die Anzahl der festen Zinstermine, wobei im Falle eines langen oder kurzen ersten Kupons der Tag der Begebung nicht zu berücksichtigen ist. N.B.: Nur einschlägig im Falle des Zinstagequotienten Actual/Actual (ICMA).

Actual/365 (Fixed)

- ☐ Actual/360
Actual/360
- ☐ 30/360, 360/360 or Bond Basis
30/360, 360/360 oder Bond Basis
- ☐ 30E/360 or Eurobond Basis
30E/360 oder Eurobond Basis

§ 4 PAYMENTS
§ 4 ZAHLUNGEN

§ 4 (5) Payment Business Day
§ 4 (5) Zahltag

- ☐ Modified Following Business Day Convention
Modifizierte folgender Geschäftstag-Konvention
- ☐ Following Business Day Convention
Folgender Geschäftstag-Konvention
- ☐ Preceding Business Day Convention
Vorangegangener Geschäftstag-Konvention
- ☐ Adjusted
Angepasst
- ☐ Unadjusted
Nicht angepasst

§ 5 REDEMPTION
§ 5 RÜCKZAHLUNG

§ 5 (1) Redemption at Maturity
§ 5 (1) Rückzahlung bei Endfälligkeit

- ☐ Maturity Date: [•]
Fälligkeitstag: [•]

§ 5 (2) Early Redemption at the Option of the [Yes] [No] Issuer
§ 5 (2) Vorzeitige Rückzahlung nach Wahl der [Ja] [Nein] Emittentin

Call Redemption Date(s) [•]
Wahlrückzahlungstag(e) (Call) [•]

Call Redemption Amount(s) [•]
Wahlrückzahlungsbetrag/-beträge (Call) [•]

Minimum Notice to Holders [•]
Mindestkündigungsfrist [•]

Maximum Notice to Holders	[•]
<i>Höchstkündigungsfrist</i>	[•]

§ 6 FISCAL AGENT AND PAYING AGENT[S]
§ 6 EMISSIONSSTELLE UND ZAHLSTELLE[EN]

§ 6 (1) Appointment; Specified Office
§ 6 (1) Bestellung; bezeichnete Geschäftsstelle

Fiscal Agent	[•]
<i>Emissionsstelle</i>	[•]

Paying Agent	[•]
<i>Zahlstelle</i>	[•]

<input type="checkbox"/> other Paying Agent(s)	[•]
<i>andere Zahlstelle(n)</i>	[•]

<input type="checkbox"/> specified office(s)	[•]
<i>bezeichnete Geschäftsstelle(n)</i>	[•]

§ 7 TAXATION
§ 7 STEUERN

§ 7 (2) No Additional Amounts
§ 7 (2) Keine zusätzlichen Beträge

☐ (b) Presentation or assertion of rights within 30 days from Relevant Date
(b) Vorlegung oder Geltendmachung der Rechte innerhalb von 30 Tagen nach dem maßgeblichen Tag

☐ [(d)][(e)] Withholding or deduction because of presentation of Note for payment at the counter
[(d)][(e)] Abzug oder Einbehalt aufgrund der Vorlage zur Einlösung am Schalter

☐ [(d)][(e)][(f)] Imposure or withholding of taxes, etc. due to failure by the Noteholder or the beneficial owner to comply with any requirement
[(d)][(e)][(f)] Erhebung oder Abzug der Steuern, etc., weil der Inhaber der Schuldverschreibungen oder der wirtschaftlich Berechtigte es versäumt hat Anforderungen zu erfüllen.

§ 11 NOTICES
§ 11 MITTEILUNGEN

Place and medium of publication

Ort und Medium der Bekanntmachung

☐ Austria (Elektronische Verlautbarungs-
und Informationsplattform des Bundes - EVI)
*Österreich (Elektronische Verlautbarungs-
und Informationsplattform des Bundes - EVI)*

☐ London (Financial Times)
London (Financial Times)

☐ Other (specify) [•]
Sonstige (angeben) [•]

Notices will be deemed to have been validly given [Yes] [No]
on the day of such publication.

*Mitteilungen gelten mit dem Tag der [Ja] [Nein]
Veröffentlichung als wirksam erfolgt.*

§ 14 Language
§ 14 Sprache

☐ German only
ausschließlich Deutsch

☐ English only
ausschließlich Englisch

☐ German and English (German prevailing)
Deutsch und Englisch (deutscher Text maßgeblich)]

☐ English and German (English prevailing)
Englisch und Deutsch (englischer Text maßgeblich)]

PART II.
TEIL II.

Other conditions which shall not be inserted in the Terms and Conditions and which apply to all Notes.
Sonstige Bedingungen, die nicht in den Emissionsbedingungen einzusetzen sind und die für alle Schuldverschreibungen gelten.

[DISCLOSURE REQUIREMENTS RELATED TO DEBT SECURITIES WITH A DENOMINATION PER UNIT OF LESS THAN EUR 100,000]
ANGABEN BEZOGEN AUF SCHULDITITEL MIT EINER MINDESTSTÜCKELUNG VON WENIGER ALS EUR 100.000

Material Interest

Materielles Interesse

Material Interest of natural and legal persons involved in the issue/offer

[The Issuer is entitled to purchase or sell Notes for its own account and to issue further Notes. In addition, the Issuer may, on a daily basis, act on the national and international finance and capital markets.]
[specify further, if any]

Wesentliche Interessen von Seiten natürlicher und juristischer Personen, die an der Emission/dem Angebot beteiligt sind

[Die Emittentin ist berechtigt, Schuldverschreibungen für eigene Rechnung oder für Rechnung Dritter zu kaufen und zu verkaufen und weitere Schuldverschreibungen zu begeben. Die Emittentin kann darüber hinaus täglich an den nationalen und internationalen Geld- und Kapitalmärkten tätig werden..]
[weitere Einzelheiten einfügen, sofern vorhanden]

Reasons for the offer and use of proceeds

[The net proceeds from this issue of Notes will be applied by the Issuer for its general corporate purpose.]
[specify further, if any]

Gründe für das Angebot und die Verwendung der Erträge

[Der Nettoerlös dieser Emission von Schuldverschreibungen wird für allgemeine betriebliche Zwecke der Emittentin benutzt]
[weitere Einzelheiten einfügen, sofern vorhanden]

Securities Identification Numbers

Wertpapier-Kenn-Nummern

Common Code:

[•]

Common Code:

[•]

ISIN Code:

[•]

ISIN Code:

[•]

[Any other securities number:

[•]

Andere Wertpapierkennnummer:

[•]]

[FISN:

[See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering

Agency that assigned the ISIN / Not Applicable / Not Available]]

Siehe die Webseite der Association of National Numbering Agencies (ANNA) oder alternativ jene der national zuständigen Agentur, die die ISIN vergibt / Nicht anwendbar / Nicht verfügbar]]

[CFI Code:

[See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN / Not Applicable / Not Available]]

Siehe die Webseite der Association of National Numbering Agencies (ANNA) oder alternativ jene der national zuständigen Agentur, die die ISIN vergibt / Nicht anwendbar / Nicht verfügbar]]

(If the FISN and/or the CFI Code is not required or requested, it/they should be specified to be "Not Applicable")

(Sofern eine FISN oder ein CFI Code nicht erforderlich ist oder nicht verlangt wird, so sollte dies als "Nicht anwendbar" vermerkt werden)

Yield

Rendite

Yield on issue price:

[•]

Emissionsrendite:

[•]

A description of the method whereby the yield is to be calculated in summary form. [•]

Beschreibung der Methode zur Berechnung der Rendite in Kurzform [•]

Placement of the Notes

Platzierung der Schuldverschreibungen

If different from the Issuer, the identity and contact details of the offeror, of the securities and/or the person asking for admission to trading, including the legal entity identifier (LEI) where the offeror has legal personality.

[Not Applicable] [specify details]

Sofern der Anbieter nicht dieselbe Person wie der Emittent ist, Angabe der Identität und der Kontaktdaten des Anbieters der Schuldverschreibungen und/oder der die Zulassung zum Handel beantragenden Person einschließlich der Rechtsträgerkennung (LEI), falls der Anbieter Rechtspersönlichkeit hat.

[Nicht anwendbar] [***Einzelheiten einfügen***]

Non-exempt Offer:

[An offer of Notes may be made by the Dealers [and []] other than pursuant to Article 1 (4) of the Prospectus Regulation (EU) 2017/1129 in [specify relevant Member State(s) — which must be

	jurisdiction(s) where the Prospectus has been approved and/or passported] (" Public Offer Jurisdictions ") during the period from [specify date] until [specify date] (" Offer Period ").] [●]
<i>Prospektpflichtiges Angebot:</i>	<i>[Ein Angebot kann seitens der Dealer [und [spezifizieren, falls einschlägig]] außerhalb des Ausnahmereichs gemäß Artikel 1 (4) der Prospektverordnung (EU) 2017/1129 in [relevante(n) Mitgliedsstaat(en) spezifizieren — wobei es sich dabei um Mitgliedsstaaten handeln muss, in denen der Prospekt gebilligt und/oder in welche der Prospekt notifiziert wurde] ("Öffentliche Angebotsstaaten") innerhalb des Zeitraumes von [Datum spezifizieren] bis [Datum spezifizieren] (die "Angebotsfrist") durchgeführt werden.] [●]</i>
Prohibition of Sales to EEA Retail Investors <i>Vertriebsverbot an Privatinvestoren im EWR</i>	[Not Applicable] <i>[Nicht anwendbar]</i>
Time period, including any possible amendments, during which the offer will be open <i>Frist — einschließlich etwaiger Änderungen — während der das Angebot vorliegt</i>	[Not applicable] [specify details] <i>[Nicht anwendbar] [Einzelheiten einfügen]</i>
Description of the application process <i>Beschreibung des Prozesses für die Umsetzung des Angebots</i>	[Not applicable] [specify details] <i>[Nicht anwendbar] [Einzelheiten einfügen]</i>
A description of the possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants <i>Beschreibung der Möglichkeit zur Reduzierung der Zeichnungen und der Art und Weise der Erstattung des zu viel gezahlten Betrags an die Zeichner</i>	[Not applicable] [specify details] <i>[Nicht anwendbar] [Einzelheiten einfügen]</i>
Details of the minimum and/or maximum amount of application, (whether in number of Notes or aggregate amount to invest) <i>Einzelheiten zum Mindest- und/oder Höchstbetrag der Zeichnung (entweder in Form der Anzahl der Schuldverschreibungen oder des aggregierten zu investierenden Betrags)</i>	[Not applicable] [specify details] <i>[Nicht anwendbar] [Einzelheiten einfügen]</i>
Method and time limits for paying up the securities and for its delivery <i>Methode und Fristen für die Bedienung der Wertpapiere und ihre Lieferung</i>	[Not applicable] [specify details] <i>[Nicht anwendbar] [Einzelheiten einfügen]</i>
Manner and date in which results of the offer are to be made public <i>Art und Weise und des Termins, auf die bzw. an dem die Ergebnisse des Angebots offen zu legen sind</i>	[Not applicable] [specify details] <i>[Nicht anwendbar] [Einzelheiten einfügen]</i>

Various categories of potential investors to which the Notes are offered:

Angabe der verschiedenen Kategorien der potentiellen Investoren, denen die Schuldverschreibungen angeboten werden:

- | | |
|---|---------|
| <input type="checkbox"/> Qualified investors | [•] |
| <i>Qualifizierte Anleger</i> | [•] |
|
<input type="checkbox"/> Retail investors |
[•] |
| <i>Privatinvestoren</i> | [•] |

If the Offer is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these, indicate such tranche

Erfolgt das Angebot gleichzeitig auf den Märkten zweier oder mehrerer Länder und wurde/ wird eine bestimmte Tranche einigen dieser Märkte vorbehalten, Angabe dieser Tranche

[Not applicable] **[specify details]**

Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made

Verfahren zur Meldung des den Zeichnern zugeteilten Betrags und Angabe, ob eine Aufnahme des Handels vor dem Meldeverfahren möglich ist

[Not applicable] **[specify details]**

[Nicht anwendbar] [Einzelheiten einfügen]

An Indication of the expected price at which the securities will be offered

Angabe des Preises, zu dem die Wertpapiere voraussichtlich angeboten werden

[Not applicable] **[specify details]**

[Nicht anwendbar] [Einzelheiten einfügen]

Method of determining the offered price and the process for its disclosure.

Methode, mittels derer der Angebotskurs festgelegt wird und Verfahren der Offenlegung.

[Not applicable] **[specify details]**

[Nicht anwendbar] [Einzelheiten einfügen]

Indicate the amount of any expenses and taxes specifically charged to the subscriber or purchaser

Angabe der Kosten und Steuern, die speziell dem Zeichner oder Käufer in Rechnung gestellt werden

[Not applicable] **[specify details]**

[Nicht anwendbar] [Einzelheiten einfügen]

Name and address of the coordinator(s) of the global offer and of single parts of the offer and, to the extent known to the Issuer or the offeror, or the placers in the various countries where the offer takes place

Name und Anschrift des Koordinators/der Koordinatoren des globalen Angebots oder einzelner Teile des Angebots und – sofern der Emittentin oder dem Bieter bekannt – Angaben zu den Platzeuren in den einzelnen Ländern des Angebots

[Not applicable] **[specify details]**

[Nicht anwendbar] [Einzelheiten einfügen]

Method of Distribution
Vertriebsmethode

- ☐ Non-Syndicated
Nicht syndiziert
- ☐ Syndicated
Syndiziert

Management Details including Form of Commitments

Einzelheiten bezüglich der Dealer, des Bankenkonsortiums einschließlich der Art der Übernahme

Dealer/Management Group (specify)
Platzteur/Bankenkonsortium (angeben)

[insert name and adress]
[Name und Adresse einzufügen]

- ☐ firm commitment
feste Zusage

[Not applicable] [specify material features/quotas/statement of portion not covered]
[Nicht anwendbar] [Hauptmerkmale der Vereinbarung/Quoten/Erklärung zum nicht übernommenen Teil einfügen]

- ☐ no firm commitment/best efforts arrangements
Keine feste Zusage/zu den bestmöglichen Bedingungen

[Not applicable] [specify material features/quotas/statement of portion not covered/]
[Nicht anwendbar] [Einzelheiten einfügen]

Underwriting Agreement
Emissionsübernahmevertrag

Date of underwriting agreement
Datum des Emissionsübernahmevertrags

[•]
[•]

Commissions
Provisionen

[•]
[•]

Management/Underwriting Commission (specify)
Management- und Übernahme provision (angeben)

[•]
[•]

Placing Commission (specify)
Platzierungs provision (angeben)

[•]
[•]

Listing Commission (specify)
Börsenzulassungs provision (angeben)

[•]
[•]

Other (specify)
Andere (angeben)

[•]
[•]

Estimated total expenses of the issue/offer
Angabe der geschätzten Gesamtkosten des Angebots

[•]
[•]

Estimate of the net amount of the proceeds of the issue/offer;
Angabe des geschätzten Nettobetrages der Erträge des Angebots

[•]
[•]

Listing(s) and admission to trading

[Yes] [No]

Börsenzulassung(en) und Zulassung zum Handel**[Ja] [Nein]**

☐ Vienna Stock Exchange
Wiener Börse

☐ Vienna MTF
Vienna MTF

[•]
[•]

Date of admission to trading
Datum der Einbeziehung

[•]
[•]

☐ Other:
Sonstige:

[•]
[•]

Date of admission to trading
Datum der Einbeziehung

[•]
[•]

All MTFs on which, to the knowledge of the Issuer, Notes of the same class of the Notes issued by the Issuer to be offered or admitted to trading are already admitted to trading:

[Not applicable] [specify details]

Angabe sämtlicher MTFs, auf denen nach Kenntnis der Emittentin Schuldverschreibungen der Emittentin der gleichen Wertpapierkategorie, die zum Handel angeboten oder zugelassen werden sollen, bereits zum in den Handel einbezogen sind:

[Nicht anwendbar] [Einzelheiten einfügen]

☐ Other:
Sonstige:

[•]
[•]

☐ None
Keiner

Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment
Name und Anschrift der Institute, die aufgrund einer festen Zusage als Intermediäre im Sekundärhandel tätig sind und Liquidität mittels Geld- und Briefkursen erwirtschaften, und Beschreibung der Hauptbedingungen der Zusagevereinbarung

[Not applicable] [specify details]

[Nicht anwendbar] [Einzelheiten einfügen]

Stabilising Dealer(s)/Manager(s)
Kursstabilisierende Platzeur(e)/Manager

[Not applicable] [specify details]
[Nicht anwendbar] [Einzelheiten einfügen]

Consent to the use of the Prospectus
Einwilligung zur Nutzung des Prospekts

The Issuer consents to the use of the Prospectus by the following financial intermediar[y][ies] (individual consent):

[insert name[s] and address[es]] [not applicable]

Die Emittentin stimmt der Verwendung des Prospekts durch den/die folgenden Finanzintermediär(e) (individuelle Zustimmung) zu

[Name[n] und Adresse[n] einfügen] [nicht anwendbar]

Individual consent for the subsequent resale or final placement of Securities by the financial intermediary[y][ies] is given in relation to	[Austria] [Italy] [Germany] [Luxembourg] [Belgium] [Netherlands] [Spain] [Sweden] [Ireland] [Malta] [and] [France] [and] [insert Member State into which the Prospectus has been passported] to [insert name[s] and address[es] [and [give details]]
<i>Individuelle Zustimmung zu der späteren Weiterveräußerung und der endgültigen Platzierung der Wertpapiere durch [den][die] Finanzintermediär[e] wird gewährt in Bezug auf</i>	<i>[Österreich] [Italien] [Deutschland] [Luxemburg] [Belgien] [Niederlande] [Spanien] [Schweden] [Irland] [Malta] [und] [Frankreich] [und] [Mitgliedsstaat einfügen, in dem der Prospekt notifiziert wurde]für [Name[n] und Adresse[n] einfügen] [und [Details angeben]]</i>
Such consent is also subject to and given under the condition:	[Not applicable] [specify details]
<i>Ferner erfolgt diese Zustimmung vorbehaltlich</i>	<i>[Nicht anwendbar] [Einzelheiten einfügen]</i>
The subsequent resale or final placement of Notes by financial intermediaries can be made	[As long as this Prospectus is valid in accordance with the Prospectus Regulation] [insert period]
<i>Die spätere Weiterveräußerung und endgültigen Platzierung der Wertpapiere durch Finanzintermediäre kann erfolgen während</i>	<i>[der Dauer der Gültigkeit des Prospekts gemäß der Prospektverordnung] [Zeitraum einfügen]</i>

[DISCLOSURE REQUIREMENTS RELATED TO DEBT SECURITIES WITH A DENOMINATION PER UNIT OF EUR 100,000 OR MORE THAN EUR 100,000]

ANGABEN BEZOGEN AUF SCHULDITITEL MIT EINER MINDESTSTÜCKELUNG VON EUR 100.000 ODER MEHR ALS EUR 100.000

Material Interest

Materielles Interesse

Material Interest of natural and legal persons involved in the issue/offer

[The Issuer is entitled to purchase or sell Notes for its own account and to issue further Notes. In addition, the Issuer may, on a daily basis, act on the national and international finance and capital markets.]

[specify further, if any]

Wesentliche Interessen von Seiten natürlicher und juristischer Personen, die an der Emission/dem Angebot beteiligt sind

[Die Emittentin ist berechtigt, Schuldverschreibungen für eigene Rechnung zu kaufen und zu verkaufen und weitere Schuldverschreibungen zu begeben. Die Emittentin kann darüber hinaus täglich an den nationalen und internationalen Geld- und Kapitalmärkten tätig werden.]

[weitere Einzelheiten einfügen, sofern vorhanden]

Reasons for the offer and use of proceeds

[The net proceeds from this issue of Notes will be applied by the Issuer for its general corporate purpose.]

[specify further, if any]

Gründe für das Angebot und die Verwendung der Erträge

[Der Nettoerlös diese Emission von Schuldverschreibungen wird für allgemeine betriebliche Zwecke der Emittentin benutzt]

[weitere Einzelheiten einfügen, sofern vorhanden]

Securities Identification Numbers

Wertpapier-Kenn-Nummern

Common Code:

[•]

Common Code:

[•]

ISIN Code:

[•]

ISIN Code:

[•]

[Any other securities number:

[•]

Andere Wertpapierkennnummer:

[•]]

[FISN:

[See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN / Not Applicable / Not Available]]

Siehe die Webseite der Association of National Numbering Agencies (ANNA) oder alternativ jene der national zuständigen Agentur, die die ISIN vergibt / Nicht anwendbar / Nicht verfügbar]]

[CFI Code:

[See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering

Agency that assigned the ISIN / Not Applicable / Not Available]]

Siehe die Webseite der Association of National Numbering Agencies (ANNA) oder alternativ jene der national zuständigen Agentur, die die ISIN vergibt / Nicht anwendbar / Nicht verfügbar]]

(If the FISN and/or the CFI Code is not required or requested, it/they should be specified to be "Not Applicable")

(Sofern eine FISN oder ein CFI Code nicht erforderlich ist oder nicht verlangt wird, so sollte dies als "Nicht anwendbar" vermerkt werden)

Yield:

Rendite:

Yield on issue price:

[•]

Emissionsrendite:

[•]]

A description of the method whereby the yield is to be calculated in summary form.

[•]

Beschreibung der Methode zur Berechnung der Rendite in Kurzform

[•]

Method of Distribution

Vertriebsmethode

☐ Non-Syndicated
Nicht syndiziert

☐ Syndicated
Syndiziert

Management Details including Form of Commitments

Einzelheiten bezüglich der Dealer, des Bankenkonsortiums einschließlich der Art der Übernahme

Dealer/Management Group (specify)
Platzeur/Bankenkonsortium (angeben)

[insert name and adress]
[Name und Adresse einzufügen]

☐ firm commitment
feste Zusage

[Not applicable] [specify material features/quotas/statement of portion not covered]
[Nicht anwendbar] [Hauptmerkmale der Vereinbarung/Quoten/Erklärung zum nicht übernommenen Teil einfügen]

☐ no firm commitment/best efforts arrangements
Keine feste Zusage/zu den bestmöglichen Bedingungen

[Not applicable] [specify material features/quotas/statement of portion not covered/]
[Nicht anwendbar] [Einzelheiten einfügen]

Underwriting Agreement

Emissionsübernahmevertrag

Date of underwriting agreement

[•]

<i>Datum des Emissionsübernahmevertrags</i>	[•]
Commissions	[•]
Provisionen	[•]
Management/Underwriting Commission (specify)	[•]
<i>Management- und Übernahme provision (angeben)</i>	[•]
Placing Commission (specify)	[•]
<i>Platzierungs provision (angeben)</i>	[•]
Listing Commission (specify)	[•]
<i>Börsenzulassungs provision (angeben)</i>	[•]
Other (specify)	[•]
<i>Andere (angeben)</i>	[•]
Estimated total expenses of the issue/offer	[•]
<i>Angabe der geschätzten Gesamtkosten des Angebots</i>	[•]
Estimate of the net amount of the proceeds of the issue/offer;	[•]
<i>Angabe des geschätzten Nettobetrages der Erträge des Angebots</i>	[•]
Stabilising Manager:	[insert details]
<i>Kursstabilisierender Manager:</i>	[Einzelheiten einfügen]
Listing(s) and admission to trading	[Yes] [No]
<i>Börsenzulassung(en) und Zulassung zum Handel</i>	[Ja] [Nein]
<input type="checkbox"/> Vienna Stock Exchange	
<i>Wiener Börse</i>	
<input type="checkbox"/> Vienna MTF	[•]
<i>Vienna MTF</i>	[•]
Date of admission to trading	[•]
<i>Datum der Einbeziehung</i>	[•]
<input type="checkbox"/> Other:	[•]
<i>Sonstige:</i>	[•]
Date of admission to trading	[•]
<i>Datum der Einbeziehung</i>	[•]

The above Final Terms comprises the details required to list this issue of Notes under the EUR 100,000,000 Euro Medium Term Note Programme of Zenith Energy Ltd. (as from **[insert first trading date of the Notes]**).
*Die vorstehenden Endgültigen Bedingungen enthalten die Angaben, die für die Zulassung dieser Emission von Schuldverschreibungen unter dem Euro 100.000.000 Euro Medium Term Note Programme der Zenith Energy Ltd. (ab dem **[Ersten Handelstag der Schuldverschreibungen einfügen]**) erforderlich sind.]*

The Issuer accepts responsibility for the information contained in these Final Terms.
Die Emittentin übernimmt die Verantwortung für die in diesen Endgültigen Bedingungen enthaltenen Informationen.

Signed on behalf of the Issuer:

By:

Duly authorised

By:

Duly authorised

[Annex to the Final Terms: Issue Specific Summary
Anhang zu den Endgültigen Bedingungen: Emissionsspezifische Zusammenfassung

[to be inserted]¹⁰
[*einfügen*]¹⁰

¹⁰ Required only for Notes with a denomination of less than EUR 100,000 or the equivalent in another currency.
Nur für Schuldverschreibungen mit einer Stückelung von weniger als EUR 100.000 oder dem entsprechenden Gegenwert in einer anderen Währung.

ANNEX 1

The Chapman Report 2024

COMPETENT PERSONS REPORT

**EVALUATION OF RESERVES AND
RESOURCES OTHER THAN RESERVES
OIL AND GAS PROPERTIES**

Owned by
ZENITH ENERGY LIMITED

March 31, 2024
(April 1, 2024)

Chapman *Hydrogen and Petroleum Engineering Ltd.*

June 14, 2024

Zenith Energy Ltd.

Registered Office

Suite 2400, 745 Thurlow Street, Vancouver, BC, V6E 0C5, Canada

Head Office

Suite 4000, 421 - 7th Avenue SW, Calgary, AB, T2P 4K9, Canada

Attention: Mr. Andrea Cattaneo

Dear Sir:

**Re: Competent Persons Report, Evaluation of Reserves and Resources Other Than Reserves
Zenith Energy Ltd. – Italy and Tunisia Properties – March 31, 2023**

In accordance with your authorization, we have performed a Competent Persons Report (CPR) of reserve and economic evaluation of oil and gas properties, including an assessment of resources other than reserves, owned by Zenith Energy Ltd. (the "Company"), for an effective date of March 31, 2023 (April 1, 2023).

This evaluation has been carried out in accordance with standards set out in the Canadian Oil and Gas Evaluation Handbook ("COGEH"), the professional practice standard under our Permit to Practice with APEGA and under the guidelines of the European Securities and Markets Authority (ESMA). The report has been prepared and/or supervised by a "Qualified Reserves Evaluator" under NI 51-101 as demonstrated on the accompanying Certificate of Qualification of the author(s).

The INTRODUCTION includes the authorization, purpose and use of the report and describes the methodology and economic parameters used in the preparation of this report and the evaluation standard to which the report has been prepared.

The EXECUTIVE SUMMARY presents an overview of the evaluated property and addresses the summary information required by ESMA, Section 132.

The SUMMARY OF RESERVES AND ECONOMICS complements the Executive Summary and contains a concise presentation of the results of this reserve and economic evaluation. The net present values presented in this report do not necessarily represent the fair market value of the reserves evaluated in this report. All monetary values presented in this report are expressed in terms of US dollars.

The DISCUSSION contains a description of the interests and burdens, reserves and geology, production forecasts, product prices, capital and operating costs and a map of the property. The economic results and cash flow forecasts (before and after income tax) are also presented.

A REPRESENTATION LETTER from the Company confirming that to the best of their knowledge all the information they provided for our use in the preparation of this report was complete and accurate as of the effective date, is enclosed following the Glossary.

Because the reserves data are based on judgments regarding future events, actual results will vary and the variations may be significant. We have no responsibility to update our report for events and circumstances which may have occurred since the preparation date of this report.

Prior to public disclosure of information derived from this report, or our name as author, our written consent must be obtained, as to the information being disclosed and the manner in which it is presented. This report may not be reproduced, distributed or made available for use by any other party without our written consent and may not be reproduced for distribution at any time without the complete context of the report, unless otherwise reviewed and approved by us.

We consent to the submission of this report, in its entirety, to securities regulatory agencies and stock exchanges, by the Company.

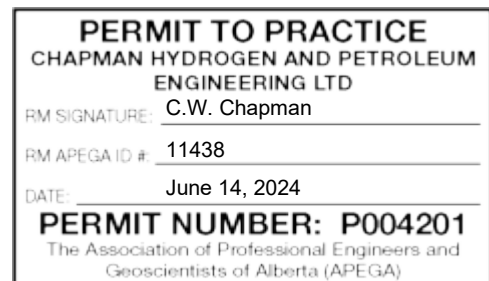
It has been a pleasure to prepare this report and the opportunity to have been of service is appreciated.

Yours very truly,

Chapman Hydrogen and Petroleum Engineering Ltd.

[Original Signed By:]
[Signature], [Licensed Professional's Stamp]
[Membership ID Number]
June 14, 2024
C. W. Chapman, P. Eng.,
President

cwc/lml/7041

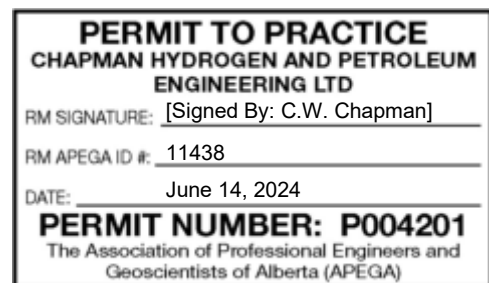


CERTIFICATE OF QUALIFICATION

I, C. W. CHAPMAN, P. Eng., Professional Engineer of the City of Calgary, Alberta, Canada, officing at Suite 700, 1122 – 4th Street S.W., hereby certify:

1. THAT I am a registered Professional Engineer in the Province of Alberta and a member of the Australasian Institute of Mining and Metallurgy (AIMM) and the Society of Petroleum Evaluation Engineers (SPEE).
2. THAT I graduated from the University of Alberta with a Bachelor of Science degree in Mechanical Engineering in 1971.
3. THAT I have been employed in the petroleum industry since graduation by various companies and have been directly involved in reservoir engineering, petrophysics, operations, and evaluations during that time.
4. THAT I have in excess of 40 years in the conduct of evaluation and engineering studies relating to oil & gas fields in Canada and around the world.
5. THAT I participated directly in the evaluation of these assets and properties and preparation of this report for Zenith Energy Ltd., dated June 14, 2024 and the parameters and conditions employed in this evaluation were examined by me and adopted as representative and appropriate in establishing the value of these oil and gas properties according to the information available to date.
6. THAT I have not, nor do I expect to receive, any direct or indirect interest in the properties or securities of Zenith Energy Ltd., its participants or any affiliate thereof.
7. THAT I have not examined all of the documents pertaining to the ownership and agreements referred to in this report, or the chain of Title for the oil and gas properties discussed.
8. A personal field examination of these properties was considered to be unnecessary because the data available from the Company's records and public sources was satisfactory for our purposes.

[Original Signed By:]
[Signature], [Licensed Professional's Stamp]
[Membership ID Number]
June 14, 2024
C.W. Chapman, P.Eng.
President



CERTIFICATE OF QUALIFICATION

I, KONSTANTIN ZAITSEV, of the City of Calgary, Alberta, Canada, officing at Suite 700, 1122 – 4th Street S.W., hereby certify:

1. THAT I am a Certified Technician in the Province of Alberta.
2. THAT I graduated from the Kazak National Technical University, Kazakhstan, Almaty with a Bachelor of Science degree in Mechanical Engineering in 1996.
3. THAT I graduated from the South Alberta Institute of Technology, Calgary, Canada with a Bachelor of Applied Petroleum Engineering Technology degree in 2010.
4. THAT I participated directly in the evaluation of these assets and properties and preparation of this report for Zenith Energy Ltd., dated June 14, 2024 and the parameters and conditions employed in this evaluation were examined by me and adopted as representative and appropriate in establishing the value of these oil and gas properties according to the information available to date.
5. THAT I have not, nor do I expect to receive, any direct or indirect interest in the properties or securities of Zenith Energy Ltd., its participants or any affiliate thereof.
6. THAT I have not examined all of the documents pertaining to the ownership and agreements referred to in this report, or the chain of Title for the oil and gas properties discussed.
7. A personal field examination of these properties was considered to be unnecessary because the data available from the Company's records and public sources was satisfactory for our purposes.

[Original Signed By:]

[Signature]

Konstantin Zaitsev, C.Tech.
Oil and Gas Reserves Evaluator

CERTIFICATE OF QUALIFICATION

I, KHALED (KAL) A. LATIF, P. Geol., Professional Geologist of the City of Calgary, Alberta, Canada, officing at Suite 700, 1122 – 4th Street S.W., hereby certify:

1. THAT I am a registered Professional Geologist in the Province of Alberta.
2. THAT I graduated from the University of Alexandria with a Bachelor of Science degree in Geology in 1979.
3. THAT I have been employed in the petroleum industry since graduation by various companies and have been directly involved in geology, geophysics, petrophysics, operations, and evaluations during that time.
4. THAT I have in excess of 40 years of experience in the conduct of evaluation and geological studies relating to oil and gas fields in Canada and internationally.
5. THAT I participated directly in the evaluation of these assets and properties and preparation of this report for Zenith Energy Ltd., dated June 14, 2024, and the parameters and conditions employed in this evaluation were examined by me and adopted as representative and appropriate in establishing the value of these oil and gas properties according to the information available to date.
6. THAT I have not, nor do I expect to receive, any direct or indirect interest in the properties or securities of Zenith Energy Ltd., its participants or any affiliate thereof.
7. THAT I have not examined all of the documents pertaining to the ownership and agreements referred to in this report, or the chain of Title for the oil and gas properties discussed.
8. A personal field examination of these properties was considered to be unnecessary because the data available from the Company's records and public sources was satisfactory for our purposes.

[Original Signed By:]
[Signature], [Licensed Professional's Stamp]
[Membership ID Number]
June 14, 2024
Khaled (Kal) A. Latif, P.Geol.
Vice President - Geoscience

CERTIFICATE OF QUALIFICATION

I, Klorinda Kaci, of the city of Calgary, Alberta, Canada officing at Suite 700, 1122 – 4th Street S.W., Calgary, Alberta hereby certify:

1. THAT I am a member of Society of Petroleum Engineers.
2. THAT I hold a Bachelor of Applied Technology in Petroleum Engineering from Southern Alberta Institute of Technology (SAIT) in Calgary (June 2009). I hold a Bachelor of Science degree in Civil Engineering from Tirana University of Albania 1989.
3. THAT I have been employed in the petroleum industry from 1994 to 2000 in Albania, and from January 2008 to the present time in Calgary.
4. THAT I participated directly in the evaluation of these assets and properties and preparation of this report for Zenith Energy Ltd., dated June 14, 2024, and the parameters and conditions employed in this evaluation were examined by me and adopted as representative and appropriate in establishing the value of these oil and gas properties according to the information available to date.
5. THAT I have not, nor do I expect to receive, any direct or indirect interest in the properties or securities of Zenith Energy Ltd., its participants or any affiliate thereof.
6. THAT I have not examined all of the documents pertaining to the ownership and agreements referred to in this report, or the chain of Title for the oil and gas properties discussed.
7. A personal field examination of these properties was considered to be unnecessary because the data available from the Company's records and public sources was satisfactory for our purposes.

[Original Signed By:]

[Signature]

Klorinda Kaci, B.Sc., B.A.Tech.,
Economics Coordinator / Technical Assistant

COMPETENT PERSONS REPORT

EVALUATION OF RESERVES AND RESOURCES OTHER THAN RESERVES OIL AND GAS PROPERTIES

Owned by

ZENITH ENERGY LTD.

March 31, 2024
(April 1, 2024)

TABLE OF CONTENTS

Introduction.....	10
Summary of Company Reserves and Economics.....	24
<u>ITALY</u>	
Orientation Map.....	29
Executive Summary.....	30
Summary of Company Reserves and Economics.....	32
Discussion	
Lucera Gas Concession.....	37
Misano Adriatico Gas Concession.....	53
Torrente Cigno Gas Concession.....	69
<u>TUNISIA</u>	
Orientation Map.....	90
RESERVES	
Executive Summary.....	91
Summary of Company Reserves and Economics.....	93
Discussion	
El Bibane Area.....	96
Robanna Area.....	124
RESOURCES OTHER THAN RESERVES (ROTR)	
Prospect Synopsis.....	146
Summary of Company Resources and Economics.....	148
Discussion	
El Bibane Triassic Prospect.....	150
Glossary.....	178
Company Representation Letter.....	180

INTRODUCTION

INDEX

1. Authorization.....	11
2. Purpose of the Report.....	11
3. Use of the Report.....	11
4. Scope of the Report.....	11
4.1 Methodology.....	11
4.2 Land Survey System.....	11
4.3 Economics.....	12
4.4 Barrels of Oil Equivalent.....	13
4.5 Environmental Liabilities.....	13
5. Basis of Report.....	13
5.1 Sources of Information.....	13
5.2 Product Prices.....	14
5.3 Product Sales Arrangement.....	15
5.4 Royalties.....	15
5.5 Capital Expenditures and Operating Costs.....	15
5.6 Income Tax Parameters.....	15
5.7 Abandonment and Restoration.....	16
6. Evaluation Standard Used.....	16
5.1 General.....	16
5.2 Resource Definitions.....	18
5.2.1. Reserves.....	18
5.2.2. Contingent Resources.....	21
5.2.3. Prospective Resources.....	22
5.3 Diagram of Maturity Subclasses.....	23
7. Site Visit.....	23

INTRODUCTION

1. AUTHORIZATION

This evaluation has been authorized by Mr. Andrea Cattaneo, on behalf of Zenith Energy Ltd. The engineering analysis has been performed during the months of May and June 2024.

2. PURPOSE OF THE REPORT

The purpose of this report was to prepare a third party independent appraisal of the oil and gas reserves and resources other than reserves owned by Zenith Energy Ltd. for the Company's financial planning.

The values in this report do not include the value of the Company's undeveloped land holdings nor the tangible value of their interest in associated plant and well site facilities they may acquire.

3. USE OF THE REPORT

The report is intended to support the Company's year end securities filing.

4. SCOPE OF THE REPORT

4.1 Methodology

The evaluation of the reserves and resources of these properties included in the report has been conducted under a discounted cash flow (DCF) analysis of estimated future net revenue, which is the principal tool for estimating oil and gas property values and supporting capital investment decisions. In the case of the resources other than reserves, the DCF analysis was further subjected to an "Expected Value" risk analysis for determining the after risk value.

4.2 Land Survey System

ITALY

The Italian Cadastral Land Survey System establishes real property boundaries based on modern geodetics and historical land claims.

The complete unification of the country was done in 1870 when large parts of the Appennien Peninsula was covered by cadastral surveys, mainly carried out by Piedmont, the Kingdom of Naples and the Papal State (Frazzica et al., 2009).

In the first decades of the twentieth century, the Italian Institute of Military Geography (Istituto Geografico Militare; I.G.M) developed four independent geodetic networks. Today the Genova 1902 datum is more or less used for all parts of the country.

Italian Cadastral system geodetic data can be obtained from the Italian geodetic data portal, and it provides access to all geodetic base data of the country, according to the Open Access strategy.

TUNISIA

This block description is defined in the Concession agreement.

4.3 **Economics**

ITALY

The results of the before tax economic analysis, which are presented for each entity and property summary, are in a condensed form presented on one page for simplicity in analyzing the cash flows, however, if for any reason more extensive breakdown of the cash flow is required, a separate schedule can be provided showing the full derivation and breakdown of any or all of the columns on the summary page.

The economic presentation shows the gross property and company gross and net (before and after royalty) production of oil, gas and each NGL product along with the product prices adjusted for oil quality and heating value of gas. Oil prices also include the deduction for trucking costs where applicable for royalty deductions.

The second level includes the revenues, royalties, operating costs, processing income, abandonment costs, capital and cash flow of the property. Operating costs are presented for the gross property and the company share, split between variable and fixed costs, and the effective cost per BOE.

Net revenues are presented annually and as a net back in \$/BOE @ 6 Mscf/STB. Revenue from custom processing of oil or gas is presented separately.

The third level of data presents the cumulative cash flow values (present worth) for various discount rates. Also, the net cash flow breakdown is presented. The project profitability criteria are summarized on the bottom right of the page. These data are not relevant in the case of corporate evaluations but are useful in assessing individual capital projects.

For corporate consolidations a second page is included, which repeats the before tax cash flow and presents the Taxable Income, Income Tax Payable, After Income Tax Cash Flows and net present values After Income Tax.

TUNISIA

The economics presentation and methodology are presented in the Discussion of the report.

4.4 **Barrels of Oil Equivalent**

If at any time in this report reference is made to “Barrels of Oil Equivalent” (BOE), the conversion used is 6 Mscf : 1 STB (6 Mcf : 1 bbl).

BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 Mcf : 1 bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent value equivalency at the well head.

4.5 **Environmental Liabilities**

We have been advised by the Company that they are in material compliance with all Environmental Laws and do not have any Environmental Claims pending, as demonstrated in the Representation Letter attached.

5. BASIS OF REPORT

5.1 **Sources of Information**

Sources of the data used in the preparation of this report are as follows:

ITALY

- i) Ownership and Burdens have been derived from the Company's land records and other information from the Company as required for clarification;
- ii) Production data is acquired directly from the Company or the operator of the property;
- iii) Well data is accessed from the Company's well files;
- iv) Operating Costs are based on actual revenue and expense statements provided by the Company for established properties or from discussions with the Company and our experience in the area for new or non-producing properties;
- v) Price differentials are derived from revenue statements, compared to actual posted prices for the appropriate benchmark price over a period of several months for established properties or from discussions with the Company and our experience in the area for new or non-producing properties;
- vi) Timing of Development Plans and Capital estimates are normally determined by discussions with the Company together with our experience and judgment.

TUNISIA

- i) Ownership terms have been derived from information provided by the Company.
- ii) Production data is acquired from information provided by the Company.
- iii) Operating Costs are based on historical information presented on the corporate presentation;
- iv) Price differentials are derived from posted world prices for various basins and instructions from the Company
- v) Timing of Development Plans and Capital estimates have been derived from the vendors corporate presentation and our best judgement.

5.2 **Product Prices**

ITALY

Gas prices in Italy are based on historical data.

TUNISIA

Chapman Petroleum Engineering Ltd. conducts continual surveillance and monitoring on a number of Benchmark product prices both locally and internationally. Based on historical data, current conditions and our view of the relevant political and economic trends, we independently prepare oil, gas and by-product price forecasts including predictions for the near term (first few years) with 2 percent escalation thereafter.

In establishing our forecasts we also consider input from operating companies, consulting firms, oil & gas marketing companies and financial institutions. Our forecasts are updated quarterly

and the latest one prior to the effective date would generally be used. The forecast used for this report is presented as an attachment to this Introduction.

The Benchmark Oil Par Price used for this evaluation is the Brent Crude Price and for natural gas the World Bank European gas price forecast has been used.

Any prices quoted in the property discussions reflect fully adjusted prices for crude quality, transportation, gas heating value and specific contractual arrangements.

5.3 **Product Sales Arrangement**

The Company does not have any "hedge" contracts in place at this time.

5.4 **Royalties**

ITALY

Production levels in Italy predicted in this report fall below the threshold which would make the royalties applicable, therefore there are no royalty burdens on the Italian gas production.

TUNISIA

This property is governed by a royalty and tax scheme as discussed in the body of the report.

5.5 **Capital Expenditures and Operating Costs**

Operating costs and capital expenditures have been based on historical experience and analogy where necessary and are expressed in current year dollars but for economic purposes are escalated at 2% per year after the current year.

5.6 **Income Tax Parameters**

ITALY

The Company's existing tax pools are sufficient to offset any income taxes.

TUNISIA

Income tax parameters are integral with the fiscal regime as discussed in the body of the report.

5.7 **Abandonment and Restoration**

Abandonment and restoration costs, net of salvage, have been included in the cash flows for the final event of any particular well. The abandonment cost does not impact the economic limit and is included in the final year of production. For marginal wells nearing the end of their economic life, these costs may result in a negative net present value.

For Alberta wells we have utilized Directive 011 from the AER which has been made available to the public to estimate liability for well abandonment and site restoration, unless the Company has provided the information from their experience. Directive 011 is also used as a reference for wells outside of Alberta.

This directive accounts for the general areas, number of zones to be abandoned, well depth and presence of tubing and rods, etc. Separate amounts are determined for abandonment and lease restoration.

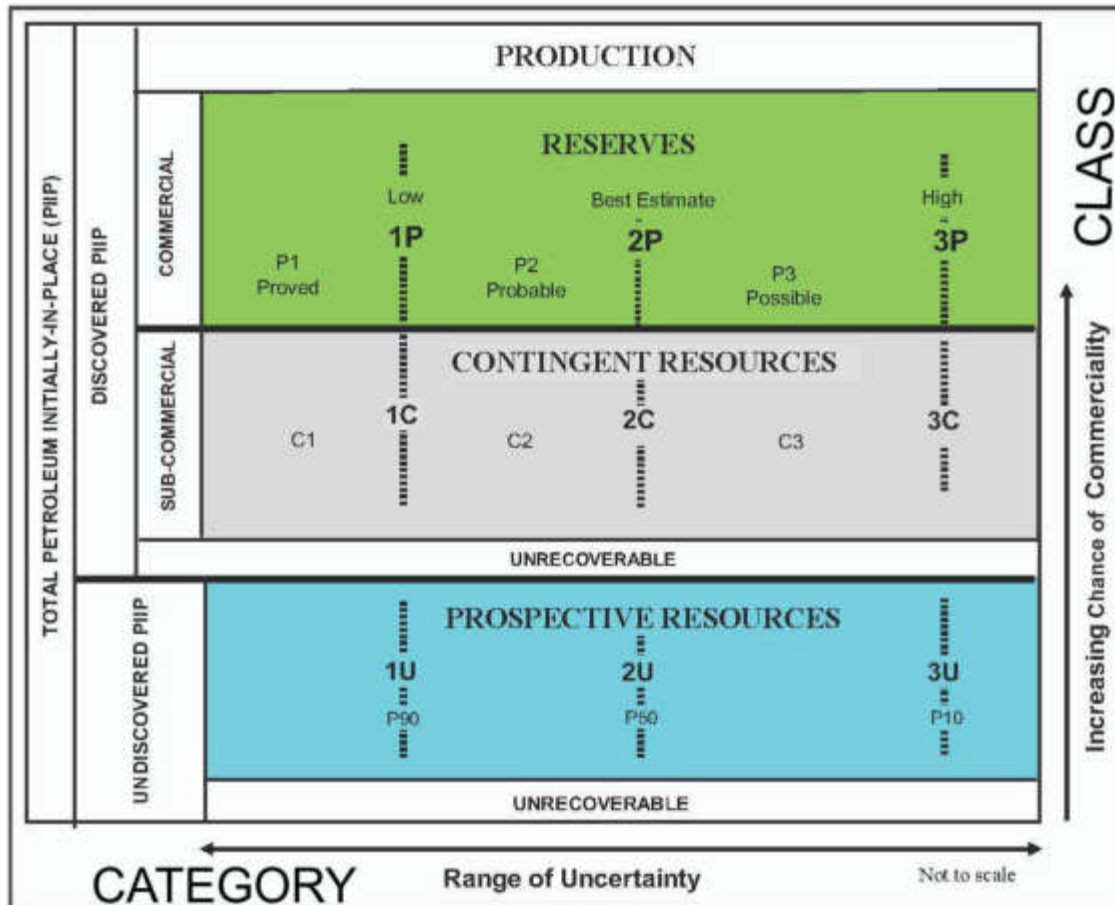
In this report, we have accounted for the costs of the wells, pipelines and facilities that are being evaluated plus all other service, shut-in or suspended wells located on properties that are being evaluated herein. The abandonment costs of pipelines and facilities have been accounted for pro rata on the well cash flow analysis. Abandonment liabilities of the inactive wells have been accounted for in the proved producing category.

6. **EVALUATION STANDARD USED**

6.1 **General**

This evaluation and report preparation have been carried out in accordance with standards set out in the APEGA professional practice standard "The Canadian Oil and Gas Evaluation Handbook", 3rd Edition December 2018 ("COGEH"), prepared by the Calgary Chapter of the Society of Petroleum Evaluation Engineers (SPEE).

COGEH uses the SPE-PRMS (2018 Update) resource classification system shown in the below diagram.



By way of explanation, 'CLASS' forms the vertical axis of the PRMS diagram and represents the range of Chance of Commerciality. Likewise, 'CATEGORY' forms the horizontal axis and provides a measure of the uncertainty in estimates of the Resource Class.

Petroleum Initially-In-Place (PIIP) is that quantity of petroleum that is estimated to exist originally in naturally occurring accumulations with reference to the above diagram and is potentially producible. It includes that quantity of petroleum that is estimated, as of a given date, to be contained in known accumulations, prior to production, plus those estimated quantities in accumulations yet to be discovered (equivalent to "total resources").

Discovered PIIP (equivalent to "discovered resources") is that quantity of petroleum that is estimated, as of a given date, to be contained in known accumulations prior to production. The Discovered PIIP includes production, Reserves, and Contingent Resources; the remainder is unrecoverable.

Undiscovered PIIP (equivalent to “undiscovered resources”) is that quantity of petroleum that is estimated, on a given date, to be contained in accumulations yet to be discovered. The recoverable portion of undiscovered petroleum initially in place is referred to as “Prospective Resources”, the remainder as “unrecoverable”.

Unrecoverable is that portion of Discovered or Undiscovered PIIP quantities which is estimated, as of a given date, not to be recoverable by future development projects. A portion of these quantities may become recoverable in the future as commercial circumstances change or technological developments occur; the remaining portion may never be recovered due to the physical/chemical constraints represented by subsurface interaction of fluids and reservoir rocks.

6.2 **Resource Definitions**

The following definitions have been extracted from COGEH and represent an overview of the resource definitions and evaluation criteria required for compliance with the Canadian Securities National Instrument 51-101. These definitions are considered to be compliant with the PRMS - 2018, in that they use the same primary nomenclature, principles and concepts.

6.2.1 **Reserves**

The following Reserves definitions and guidelines are designed to assist evaluators in making Reserves estimates on a reasonably consistent basis and assist users of evaluation reports in understanding what such reports contain and, if necessary, in judging whether evaluators have followed generally accepted standards.

Reserves are estimated remaining quantities of oil and natural gas and related substances anticipated to be recoverable from known accumulations, as of a given date, based on the analysis of drilling, geological, geophysical, and engineering data; the use of established technology; and specified economic conditions, which are generally accepted as being reasonable. Reserves are further classified according to the level of certainty associated with the estimates and may be subclassified based on development and production status.

The guidelines outline

- general criteria for classifying reserves,
- procedures and methods for estimating reserves,
- confidence levels of individual entity and aggregate reserves estimates,

- verification and testing of Reserves estimates.

The following definitions apply to both estimates of individual Reserves Entities and the aggregate of reserves for multiple entities.

RESERVES CATEGORIES

Reserves are categorized according to the probability that at least a specific volume will be produced. In a broad sense, Reserves categories reflect the following expectations regarding the associated estimates:

<u>Reserves Category</u>	<u>Confidence Characterization</u>
Proved (1P)	Low Estimate, Conservative
Proved + Probable (2P)	Best Estimate
Proved + Probable + Possible (3P)	High Estimate, Optimistic

- Proved Reserves are those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated Proved Reserves.
- Probable Reserves are those additional reserves that are less certain to be recovered than Proved Reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated Proved + Probable Reserves.
- Possible Reserves are those additional reserves that are less certain to be recovered than probable reserves. It is unlikely that the actual remaining quantities recovered will exceed the sum of the estimated Proved + Probable + Possible Reserves.

DEVELOPMENT AND PRODUCTION STATUS

Each of the reserves categories (proved, probable and possible) may be divided into developed and undeveloped categories.

- Developed Reserves are those Reserves that are expected to be recovered from existing wells and installed facilities or, if facilities have not been installed, that would involve a low expenditure (e.g., when compared to the cost of drilling a well) to put the Reserves on production. The developed category may be subdivided into producing and non-producing.

- i. Developed Producing Reserves are those reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing or, if shut-in, they must have previously been on production, and the date of resumption of production must be known with reasonable certainty.
 - ii. Developed Non-Producing Reserves are those reserves that either have not been on production, or have previously been on production, but are shut-in and the date of resumption of production is unknown.
- b. Undeveloped Reserves are those reserves expected to be recovered from known accumulations where a significant expenditure (e.g., when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the Reserves classification (Proved, Probable, Possible) to which they are assigned.

In multi-well pools, it may be appropriate to allocate total pool Reserves between the Developed and Undeveloped categories or to sub-divide the Developed Reserves for the pool between Developed Producing and Developed Non-Producing. This allocation should be based on the estimator's assessment as to the reserves that will be recovered from specific wells, facilities and completion intervals in the pool and their respective development and production status.

LEVELS OF CERTAINTY FOR REPORTED RESERVES

The qualitative certainty levels contained in the definitions are applicable to “individual Reserves entities,” which refers to the lowest level at which Reserves calculations are performed, and to “Reported Reserves,” which refers to the highest level sum of individual entity estimates for which Reserves estimates are presented. Reported Reserves should target the following levels of certainty under a specific set of economic conditions:

- At least a 90 percent probability that the quantities actually recovered will equal or exceed the estimated Proved Reserves,
- At least a 50 percent probability that the quantities actually recovered will equal or exceed the sum of the estimated Proved + Probable reserves,

- At least a 10 percent probability that the quantities actually recovered will equal or exceed the sum of the estimated Proved + Probable + Possible reserves.

A quantitative measure of the certainty levels pertaining to estimates prepared for the various Reserves categories is desirable to provide a clearer understanding of the associated risks and uncertainties. However, the majority of Reserves estimates are prepared using deterministic methods that do not provide a mathematically derived quantitative measure of probability. In principle, there should be no difference between estimates prepared using probabilistic or deterministic methods.

Additional clarification of certainty levels associated with Reserves estimates and the effect of aggregation is provided in Section 5.7.1.6, The Portfolio Effect, of COGEH.

6.2.2 Contingent Resources

Contingent Resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations using established technology or technology under development (TUD), but which are not currently considered to be commercially recoverable due to one or more contingencies. Contingent Resources are further categorized in accordance with the level of certainty associated with the estimates and may be sub-classified based on project maturity and/or characterized by their economic status.

Contingencies may include economic, environmental, social and political factors, regulatory matters, a lack of markets or prolonged timetable for development. Contingent Resources have a Chance of Development that is less than certain.

Contingent resources are further categorized according to their level of certainty associated with the estimates and may be sub-classified based on project maturity and/or characterized by their economic status.

Project Maturity Sub-Classes are: Development Pending, Development on Hold, Development Unclassified and Development Not Viable, as demonstrated in the chart below (Section 6.3).

Reports on Contingent Resources must specify the level of maturity and usually include 1C, 2C and 3C estimates.

There is no certainty that it will be commercially viable to produce any portion of the Contingent Resources.

6.2.3 Prospective Resources

Prospective Resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects. Prospective resources have both an associated Chance of Discovery and a Chance of Development. Prospective resources are further subdivided in accordance with the level of certainty associated with recoverable estimates assuming their discovery and development and may be sub-classified based on project maturity.

The project maturity subclasses describe the stage of exploration and broadly correspond to chance of commerciality from in increasing order from “play” to “lead” to “prospect” as demonstrated in the chart below (Section 6.3).

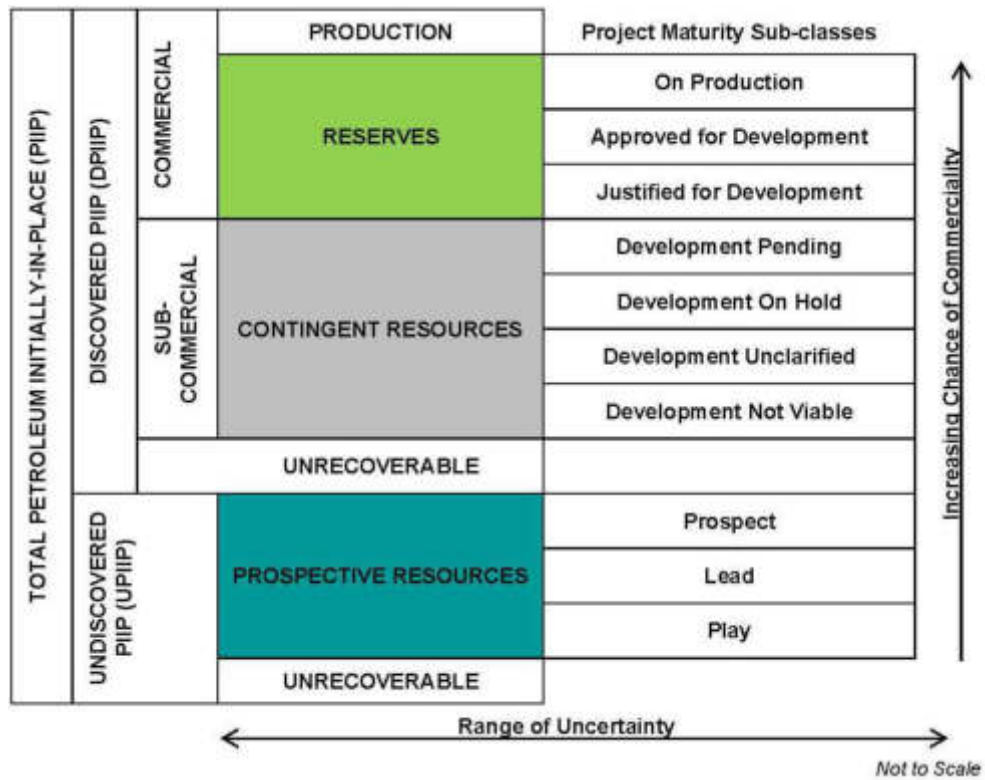
A “play” is a family of geologically similar fields, discoveries, prospects and leads. It would have the lowest chance of commerciality in these project maturity subclasses.

A “lead” is a potential accumulation within a play that requires more data acquisition and/or evaluation in order to be classified as a prospect.

A “prospect” is a potential accumulation within a play that is sufficiently well defined to represent a viable drilling target. A “prospect” would have the highest chance of commerciality.

There is no certainty that any portion of the resources will be discovered. If discovered, there is no certainty that it will be commercially viable to produce any portion of the resources.

6.3 Project Maturity Sub-Classes



7. SITE VISIT

A personal field examination of these properties was not considered to be necessary because the data available from the Company's records and public sources were satisfactory for our purposes.

SUMMARY OF COMPANY RESERVES AND ECONOMICS

INDEX

Forecast Prices and Costs

Table 1:	Summary of Company Reserves and Economics – Before Income Tax.....	25
Table 1T:	Summary of Company Reserves and Economics – After Income Tax.....	27

Table 1
Summary of Company Reserves and Economics
Before Income Tax
April 1, 2024
Italy and Tunisia Properties
Zenith Energy Ltd.

Forecast Prices & Costs

Net To Appraised Interest												
Description	Reserves						Cumulative Cash Flow (BIT) - MUS\$					
	Light and Medium Oil		Conventional Natural gas		NGL		Discounted at:					
	MSTB		MMscf		Mbbbls							
	Gross	Net	Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year	
Proved Developed Producing												
ITALY												
Misano Adriatico Concession	0	0	105	105	0	0	1,040	771	598	489	416	
Torrente Cigno Concession	0	0	359	359	0	0	4,619	4,354	4,120	3,911	3,725	
SubTotal Proved Developed Producing (ITALY)	0	0	464	464	0	0	5,659	5,125	4,717	4,400	4,141	
Total Developed Producing												
	0	0	464	464	0	0	5,659	5,125	4,717	4,400	4,141	
Proved Developed Non-Producing												
ITALY												
Lucera Concession	0	0	124	124	0	0	787	618	496	406	338	
Sub Total Proved Developed Non-Producing (ITALY)	0	0	124	124	0	0	787	618	496	406	338	
TUNISIA												
El Bibane Concession	0	0	5,690	5,292	89	82	34,463	27,730	22,524	18,431	15,165	
Sub Total Proved Developed Non-Producing (TUNISIA)	0	0	5,690	5,292	89	82	34,463	27,730	22,524	18,431	15,165	
Total Proved Developed Non-Producing												
	0	0	5,814	5,416	89	82	35,250	28,348	23,021	18,838	15,503	
Total Proved Developed												
	0	0	6,278	5,880	89	82	40,910	33,473	27,738	23,238	19,644	
Probable												
Probable Developed Producing												
ITALY												
Misano Adriatico Concession	Incr.	0	0	69	69	0	0	767	314	159	96	65
Torrente Cigno Concession	Incr.	0	0	1,439	1,439	0	0	39,532	27,692	20,039	14,926	11,406
Sub Total Probable Developed Producing (ITALY)		0	0	1,508	1,508	0	0	40,299	28,007	20,198	15,022	11,471
Total Probable Developed Producing												
		0	0	1,508	1,508	0	0	40,299	28,007	20,198	15,022	11,471
Probable Developed Non-Producing												
ITALY												
Lucera Concession	Incr.	0	0	30	30	0	0	204	132	90	63	46
Sub Total Probable Developed Non-Producing (ITALY)		0	0	30	30	0	0	204	132	90	62	46

continued

Table 1
Summary of Company Reserves and Economics
Before Income Tax
April 1, 2024
Italy and Tunisia Properties
Zenith Energy Ltd.

Forecast Prices & Costs

Description	Net To Appraised Interest										
	Reserves						Cumulative Cash Flow (BIT) - MUS\$				
	Light and Medium Oil MSTB		Conventional Natural gas MMscf		NGL Mbbbls		Discounted at:				
	Gross	Net	Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year
Probable Developed Non-Producing											
<u>TUNISIA</u>											
El Bibane Concession	Incr. 0	0	5,690	5,182	89	81	57,755	48,021	40,567	34,749	30,132
Sub Total Probable Developed Non-Producing (TUNISIA)	0	0	5,690	5,182	89	81	57,755	48,021	40,567	34,749	30,132
Total Probable Developed Non-Producing	0	0	5,721	5,212	89	81	57,959	48,153	40,657	34,812	30,178
Probable Undeveloped											
<u>ITALY</u>											
Torrente Cigno Concession	0	0	13,413	13,413	0	0	544,637	193,474	95,248	56,772	37,931
Sub Total Probable Undeveloped (ITALY)	0	0	13,413	13,413	0	0	544,637	193,474	95,248	56,772	37,931
<u>TUNISIA</u>											
Robbana Concession	746	717	0	0	0	0	32,017	23,538	17,472	13,049	9,769
Sub Total Probable Undeveloped (TUNISIA)	746	717	0	0	0	0	32,017	23,538	17,472	13,049	9,769
Total Probable Undeveloped	746	717	13,413	13,413	0	0	576,654	217,011	112,720	69,821	47,700
Total Probable	746	717	20,642	20,133	89	81	674,912	293,171	173,575	119,655	89,350
Total Proved Plus Probable	746	717	26,920	26,013	177	163	715,821	326,644	201,313	142,892	108,994
Possible											
<u>TUNISIA</u>											
El Bibane Concession	0	0	5,690	5,165	89	80	57,552	47,817	40,369	34,562	29,956
Robbana Concession	281	264	0	0	0	0	19,105	14,762	11,708	9,479	7,800
	0	0	0	0	0	0	0	0	0	0	0
Sub Total Possible (TUNISIA)	281	264	5,690	5,165	89	80	76,657	62,580	52,077	44,040	37,756
Total Proved Plus Probable Plus Possible	1,027	982	32,610	31,178	266	243	792,478	389,224	253,390	186,933	146,749

MUS\$ means thousands of United States dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Columns may not add precisely due to accumulative rounding of values throughout the report.

Table 1T
Summary of Company Reserves and Economics
After Income Tax
April 1, 2024
Zenith Energy Ltd.
Italy and Tunisia Properties

Net To Appraised Interest												
							Cumulative Cash Flow (BIT) - M\$					
Description	Light Oil MSTB		Conventional Natural Gas MMscf		NGL Mbbbls		Discounted at:					
	Gross	Net	Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year	
Reserve Category												
PROVED												
Proved Developed Producing												
ITALY												
Misano Adriatico Concession	0	0	105	105	0	0	1,040	771	598	489	416	
Torrente Cigno Concession	0	0	359	359	0	0	4,619	4,354	4,120	3,911	3,725	
SubTotal Proved Developed Producing (ITALY)	0	0	464	464	0	0	5,659	5,125	4,717	4,400	4,141	
Total Proved Developed Producing	0	0	464	464	0	0	5,659	5,125	4,717	4,400	4,141	
Proved Developed Non-Producing												
ITALY												
Lucera Concession	0	0	124	124	0	0	787	618	496	406	338	
Sub Total Proved Developed Non-Producing (ITALY)	0	0	124	124	0	0	787	618	496	407	338	
TUNISIA												
El Bibane Concession	0	0	5,690	5,292	89	82	17,231	13,509	10,622	8,347	6,529	
Sub Total Proved Developed Non-Producing (TUNISIA)	0	0	5,690	5,292	89	82	17,231	13,509	10,622	8,347	6,529	
Total Proved Developed Non-Producing	0	0	5,814	5,416	89	82	18,019	14,127	11,118	8,754	6,867	
Total Proved Developed	0	0	6,278	5,880	89	82	23,678	19,252	15,835	13,154	11,008	
PROBABLE												
Probable Developed Producing (incremental)												
ITALY												
Misano Adriatico Concession	Incr.	0	0	69	69	0	0	767	314	159	96	65
Torrente Cigno Concession	Incr.	0	0	1,439	1,439	0	0	39,532	27,692	20,039	14,926	11,406
Sub Total Probable Developed Producing (ITA	0	0	1,508	1,508	0	0	40,299	28,007	20,198	15,022	11,471	
Total Probable Developed Producing	0	0	1,508	1,508	0	0	40,299	28,007	20,198	15,022	11,471	
Probable Developed Non-Producing (incremental)												
ITALY												
Lucera Concession	Incr.	0	0	30	30	0	0	204	132	90	63	46
Sub Total Probable Developed Non-Producing (ITALY)	0	0	30	30	0	0	204	132	90	62	46	

Continued...

Table 1T
Summary of Company Reserves and Economics
After Income Tax
April 1, 2024
Zenith Energy Ltd.
Italy and Tunisia Properties

Description	Net To Appraised Interest										
							Cumulative Cash Flow (BIT) - M\$				
	Light Oil MSTB		Conventional Natural Gas MMscf		NGL Mbbbls		Discounted at:				
	Gross	Net	Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year
Reserve Category											
<u>Probable Developed Non-Producing (incremental)</u>											
<u>TUNISIA</u>											
El Bibane Concession	Incr. 0	0	5,690	5,182	89	81	28,878	24,010	20,283	17,375	15,066
Sub Total Probable Developed Non-Producing (TUNISIA)	0	0	5,690	5,182	89	81	28,878	24,010	20,283	17,375	15,066
Total Probable Developed Non-Producing	0	0	5,720	5,212	89	81	29,081	24,142	20,373	17,437	15,112
<u>Probable Undeveloped</u>											
<u>ITALY</u>											
Torrente Cigno Concession	Incr. 0	0	13,413	13,413	0	0	544,637	193,474	95,248	56,772	37,931
Sub Total Probable Undeveloped (ITALY)	0	0	13,413	13,413	0	0	544,637	193,474	95,248	56,772	37,931
<u>TUNISIA</u>											
Robbana Concession	746	717	0	0	0	0	16,008	11,257	7,877	5,434	3,641
Sub Total Probable Undeveloped (TUNISIA)	746	717	0	0	0	0	16,008	11,257	7,877	5,434	3,641
Total Probable Undeveloped	746	717	13,413	13,413	0	0	560,645	204,730	103,125	62,205	41,572
Total Probable	746	717	20,641	20,133	89	81	630,025	256,879	143,697	94,664	68,155
Total Proved Plus Probable	746	717	26,920	26,013	177	163	653,704	276,131	159,532	107,818	79,163
<u>POSSIBLE</u>											
<u>TUNISIA</u>											
El Bibane Concession	0	0	5,690	5,165	89	80	28,291	23,571	19,945	17,108	14,852
Robbana Concession	281	264	0	0	0	0	9,552	6,879	5,114	3,910	3,063
Sub Total Possible (TUNISIA)	281	264	5,690	5,165	89	80	37,844	30,449	25,058	21,018	17,915
Total Proved Plus Probable Plus Possible	1,027	982	32,610	31,178	266	243	691,547	306,580	184,590	128,836	97,078

MUS\$ means thousands of United States dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Columns may not add precisely due to accumulative rounding of values throughout the report.



ZENITH ENERGY LTD.

COMPANY'S CONCESSIONS

ITALY

ORIENTATION MAP

APR. 2024

JOB No. 7041

EXECUTIVE SUMMARY

This Executive Summary presents an overview of the Company's properties and results of the evaluation and, in particular, addresses the information required by the European Securities and Markets Authority (ESMA), Section 132.

- (a) Details of the reserves established under COGEH (NI 51-101) standards are presented with their associated net present values on the Table 1 found in the Summary of Company Reserves and Economics. The Company has sufficient accumulated tax pools to offset the cash flows projected in this report therefore before and after tax values are equal.
- (b) The anticipated project life of these properties is based on the established proved and probable reserves and production forecasts.
- (c) The below concessions are evaluated herein.
 - Lucera Concession
 - Misano Concession
 - Torrente Cigno Concession

In general we have made the assumption for this evaluation that extensions to the producing concessions will be granted due to continuing production. For the other production concessions not evaluated this is a non-issue relating to this report.

- (d) All properties in this report are located in active producing fields with conventional infrastructure for producing to market. The fields are developed and have many years of production history. The Company is planning for future development and expansion of these properties.
- (e) The results of this evaluation are based on facts and assumptions typical of this type of engagement. It should be noted that under COGEH Section 7.8.2 evaluations are conducted without consideration of the availability of capital for funding the scheduled development. The product price forecasts used for this evaluation, shown in Attachment 1, are based on history and analysis and reflect a current industry consensus, however variations may occur and the variations could be material.

Attachment 1
CHAPMAN PETROLEUM ENGINEERING LTD.
International Price - Crude Oil & Natural Gas
HISTORICAL, CONSTANT, CURRENT AND FUTURE PRICES

April 1, 2024

	Brent Spot	Torrente Cigno	Europe Gas	Torrente Cigno	Misano Adriatico	Lucera
	(ICE)[1]	Condensate [2]	Gas[3]	Gas[5]	Gas[4]	Gas[4]
Date	\$US/STB	\$US/STB	\$US/Mcf	\$US/Mcf	\$US/Mcf	\$US/Mcf
HISTORICAL PRICES						
2013	108.56	N/A	11.79	N/A	N/A	N/A
2014	99.43	N/A	10.05	7.10	14.89	11.44
2015	53.32	79.80	6.82	9.70	10.42	9.70
2016	45.06	52.02	4.56	2.27	6.73	5.87
2017	54.75	43.66	5.72	4.24	5.12	4.47
2018	71.64	54.09	7.68	5.45	6.13	5.45
2019	64.11	64.77	4.80	5.22	N/A	N/A
2020	43.40	43.40	3.24	5.59	N/A	N/A
2021	70.39	70.39	16.12	2.78	N/A	N/A
2022	100.62	100.62	40.73	16.29	N/A	N/A
2023	82.49	79.26	13.11	25.61	N/A	N/A
2024 3 mos.	82.97	82.97	8.75	18.02	N/A	N/A

CONSTANT PRICES (The average of the first-day-of-the-month price for the preceding 12 months-SEC)

82.44	N/A	N/A	N/A	N/A	N/A
-------	-----	-----	-----	-----	-----

FORECAST PRICE

2024 9mos.	84.00	80.77	9.50	12.91	14.29	14.29
2025	81.00	77.77	10.50	14.59	15.79	15.79
2026	81.33	78.10	10.50	16.48	10.71	10.71
2027	82.12	78.89	10.50	18.63	10.92	10.92
2028	83.76	80.53	10.50	21.05	11.14	11.14
2029	85.44	82.21	10.50	23.79	11.37	11.37
2030	87.15	83.92	10.50	26.88	11.59	11.59
2031	88.89	85.66	10.50	30.37	11.82	11.82
2032	90.67	87.44	10.50	34.32	12.06	12.06
2033	92.48	89.25	10.50	38.78	12.30	12.30
2034	94.33	91.10	10.50	43.82	12.55	12.55
2035	96.22	92.99	10.50	44.70	12.80	12.80
2036	98.14	94.91	10.50	45.59	13.06	13.06
2037	100.10	96.87	10.50	46.51	13.32	13.32
2038	102.10	98.87	10.50	47.44	13.58	13.58
2039	104.15	100.92	10.50	48.39	13.85	13.85

Escalated 2% thereafter

- Notes: [1] The Brent Spot price is estimated based on historic data.
(Actual Brent strip oil prices are: \$US84.30/STB in 2024; \$US79.31/STB in 2025; \$US75.31/STB in 2026)
- [2] Torrente Cigno Condensate price forecast is based on Chapman price forecast plus difference of actually received in T.C. in 2018/10-2019/09.
- [3] Europe gas price forecast comes from Word Bank Forecast (Annual prices and Price Forecasts)
- [4] Italy gas price forecast is based on actually received field price compare to European gas price in 2023.
- [5] Torrente Cigno price reflects the net price from electrical generation revenue escalated 1.13% per year for 10 years and 2% thereafter (after consideration of electricity from the other owner).

SUMMARY OF COMPANY RESERVES AND ECONOMICS

INDEX

Forecast Prices and Costs

Table 1:	Summary of Company Reserves and Economics – Before Income Tax.....	33
	<u>Consolidated Cash Flows</u>	
Table 1a:	Total Proved Developed Producing.....	34
Table 1b:	Total Proved Developed.....	35
Table 1c:	Total Proved Plus Probable.....	36

Table 1
Summary of Company Reserves and Economics
Before Income Tax
April 1, 2024
Italy Properties
Zenith Energy Ltd.

Forecast Prices & Costs

Description		Net To Appraised Interest											
		Reserves						Cumulative Cash Flow (BIT) - MUS\$					
		Light and Medium Oil		Conventional Natural gas		NGL		Discounted at:					
		MSTB		MMscf		Mbbbls							
		Gross	Net	Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year	
Proved Developed Producing													
	Misano Adriatico Concession	0	0	105	105	0	0	1,040	771	598	489	416	
	Torrente Cigno Concession	0	0	359	359	0	0	4,619	4,354	4,120	3,911	3,725	
Total Proved Developed Producing		0	0	464	464	0	0	5,659	5,125	4,717	4,400	4,141	
Proved Developed Non-Producing													
	Lucera Concession	0	0	124	124	0	0	787	618	496	406	338	
Total Proved Developed Non-Producing		0	0	124	124	0	0	787	618	496	406	338	
Total Proved Developed		0	0	588	588	0	0	6,447	5,743	5,214	4,806	4,479	
Probable													
Probable Developed Producing													
	Misano Adriatico Concession	Incr.	0	0	69	69	0	0	767	314	159	96	65
	Torrente Cigno Concession	Incr.	0	0	1,439	1,439	0	0	39,532	27,692	20,039	14,926	11,406
Total Probable Developed Producing			0	0	1,508	1,508	0	0	40,299	28,007	20,198	15,022	11,471
Probable Developed Non-Producing													
	Lucera Concession	Incr.	0	0	30	30	0	0	204	132	90	63	46
Total Probable Developed Non-Producing			0	0	30	30	0	0	204	132	90	63	46
Probable Undeveloped													
	Torrente Cigno Concession		0	0	13,413	13,413	0	0	544,637	193,474	95,248	56,772	37,931
Total Probable Undeveloped			0	0	13,413	13,413	0	0	544,637	193,474	95,248	56,772	37,931
Total Probable			0	0	14,951	14,951	0	0	585,139	221,612	115,535	71,857	49,448
Total Proved Plus Probable			0	0	15,539	15,539	0	0	591,586	227,355	120,749	76,663	53,927

MUS\$ means thousands of United States dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Columns may not add precisely due to accumulative rounding of values throughout the report.

Table 1a

EVALUATION OF: Zenith Energy Ltd. (Italy Properties)
 ----- Total Proved Developed Producing Cons.

PRG0 v7.43 P2 ENERGY SOLUTIONS
 GLOBAL : 22-MAY-2024 7:41
 EFF:01-APR-2024 DISC:01-APR-2024
 RUN DATE: 10-JUN-2024 TIME: 14:44
 FILE:

GRAND TOTAL

EVALUATED BY -
 COMPANY EVALUATED - Company Name
 APPRAISAL FOR -
 PROJECT - FORECAST PRICES & COSTS

TOTAL, ABANDONMENT 145 -M\$-

Year	# of Wells	Price \$/MCF	Sales Gas		Pool		Company Share	
			MCF/D	Vol	Gross	Net	Gross	Net
2024	2	12.96	469.6	129	129	129		
2025	2	14.65	467.8	171	171	171		
2026	2	15.93	225.4	82	82	82		
2027	1	10.92	19.6	7	7	7		
2028	1	11.14	18.0	7	7	7		
2029	1	11.27	16.5	6	6	6		
2030	1	11.59	15.1	6	6	6		
2031	1	11.82	13.8	5	5	5		
2032	1	12.06	12.7	5	5	5		
2033	1	12.30	11.6	4	4	4		
2034	1	12.55	10.7	4	4	4		
2035	1	12.80	9.8	4	4	4		
2036	1	13.06	9.0	3	3	3		
2037	1	13.32	8.2	3	3	3		
2038	1	13.58	7.5	3	3	3		
SUR				438	438	438		
REN				26	26	26		
TOT				464	464	464		

- E/T -

COMPANY SHARE FUTURE NET REVENUE

Year	Capital SABAND Costs -M\$-	Future Revenue (FR)				Royalties			Operating Costs			FR After Roy&Oper -M\$-	Net back \$/BOE	Proc& Other Income -M\$-	Cap'l Costs -M\$-	Aband Costs -M\$-	Future Net Rev	
		Oil -M\$-	SaleGas -M\$-	Products -M\$-	Total -M\$-	Crown -M\$-	Other -M\$-	Mineral -M\$-	Fixed -M\$-	Variable -M\$-	\$/BOE						undisc -M\$-	10.0% -M\$-
2024	0	0	1677	0	1677	0	0	0	43	139	14.05	1495	115.78	0	0	0	1495	1443
2025	0	0	2502	0	2502	0	0	0	58	188	14.37	2256	132.13	0	0	0	2256	2002
2026	27	0	1311	0	1311	0	0	0	28	90	14.37	1193	144.97	0	0	27	1166	941
2027	0	0	78	0	78	0	0	0	2	4	8.69	72	100.51	0	0	0	72	53
2028	0	0	73	0	73	0	0	0	2	4	9.16	67	102.24	0	0	0	67	45
2029	0	0	68	0	68	0	0	0	2	3	9.67	63	104.03	0	0	0	63	38
2030	0	0	64	0	64	0	0	0	2	3	10.23	58	105.67	0	0	0	58	32
2031	0	0	60	0	60	0	0	0	2	3	10.05	54	107.35	0	0	0	54	27
2032	0	0	56	0	56	0	0	0	3	3	11.52	51	109.08	0	0	0	51	23
2033	0	0	52	0	52	0	0	0	3	3	12.25	47	110.75	0	0	0	47	19
2034	0	0	49	0	49	0	0	0	3	2	13.06	44	112.49	0	0	0	44	16
2035	0	0	46	0	46	0	0	0	3	2	13.95	41	114.05	0	0	0	41	14
2036	0	0	43	0	43	0	0	0	3	2	14.92	38	115.68	0	0	0	38	12
2037	0	0	40	0	40	0	0	0	3	2	15.99	35	117.21	0	0	0	35	10
2038	0	0	37	0	37	0	0	0	3	2	17.17	33	118.63	0	0	0	33	8
SUR	27	0	6155	0	6155	0	0	0	159	450		5545		0	0	27	5519	4683
REN	119	0	364	0	364	0	0	0	84	21		259		0	0	119	140	35
TOT	145	0	6519	0	6519	0	0	0	243	471		5805		0	0	145	5659	4717

NET PRESENT VALUE (-M\$-)

Discount Rate	0%	5.0%	8.0%	10.0%	12.0%	15.0%	20.0%
FR After Roy & Oper.	5805	5168	4896	4712	4604	4428	4159
Proc & Other Income	0	0	0	0	0	0	0
Capital Costs	0	0	0	0	0	0	0
Abandonment Costs	145	43	29	23	22	20	19
Future Net Revenue	5659	5125	4867	4717	4582	4400	4141

COMPANY SHARE

	1st Year	Average	Royalties	Oper Costs	FR After Roy&Oper	Capital Costs	Future NetRev
% Interest	100.0	100.0	0	11.0	89.0	0	86.8
% of Future Revenue							

PROFITABILITY

COMPANY SHARE DATA		Before Tax
Rate of Return (%)		n/a
Profit Index (undisc.)		n/a
(disc. @ 10.0%)		n/a
(disc. @ 5.0%)		n/a
First Payout (years)		n/a
Total Payout (years)		n/a
Cost of Finding (\$/BOE)		n/a
NPV @ 10.0% (\$/BOE)		101.64
NPV @ 5.0% (\$/BOE)		110.42

Table 1b

EVALUATION OF: Zenith Energy Ltd. (Italy Properties)
 ----- Total Proved Developed Cons.

LR90 v7.43 P3 ENERGY SOLUTIONS
 GLOBAL : 22-MAY-2024 7041
 EFF: 01-APR-2024 DISC: 01-APR-2024
 RUN DATE: 10-JUN-2024 TIME: 14:44
 FILE:

GRAND TOTAL

EVALUATED BY -
 COMPANY EVALUATED - Company Name
 APPRAISAL FOR -
 PROJECT - FORECAST PRICES & COSTS

TOTAL ABANDONMENT 293 -M\$-

Year	# of Wells	Price \$/MCF	Sales Gas		Pool		Company Share	
			MCF/D	Vol	Gross	Net	Gross	Net
2024	2	12.98	459.5	129	129	129		
2025	2	11.65	467.8	171	171	171		
2026	4	14.94	615.0	224	102	102		
2027	3	10.92	415.2	152	27	27		
2028	3	11.14	350.3	128	23	23		
2029	3	11.37	295.7	104	20	20		
2030	3	11.59	249.7	91	17	17		
2031	3	11.02	210.9	77	15	15		
2032	3	12.06	174.3	65	13	13		
2033	3	12.30	150.7	55	11	11		
2034	3	12.55	127.5	47	10	10		
2035	3	12.80	108.0	39	8	8		
2036	3	13.06	91.4	33	7	7		
2037	3	13.32	77.5	28	6	6		
2038	1	13.58	7.5	3	3	3		
SUB				1350	562	562		
RM				26	26	26		
TOT				1377	588	588		

P/T		COMPANY SHARE FUTURE NET REVENUE																	
Year	Capital (Aband)	Future Revenues (M\$)				Royalties				Operating Costs			PR After Roy6Oper -M\$-	Net back \$/BOE	Procs &Other Income -M\$-	Cap'l Costs -M\$-	Aband Costs -M\$-	Future Net Rev	
	Costs -M\$-	Oil -M\$-	SaleGas -M\$-	Products -M\$-	Total -M\$-	Crown -M\$-	Other -M\$-	Mineral -M\$-	%	Fixed -M\$-	Variable -M\$-	\$/BOE						undisc -M\$-	10.01 -M\$-
2024	0	0	1677	0	1677	0	0	0	.0	43	139	14.05	1495	115.78	0	0	0	1495	1493
2025	0	0	2502	0	2502	0	0	0	.0	58	188	14.37	2356	132.13	0	0	0	2356	2002
2026	27	0	1518	0	1510	0	0	0	.0	50	130	17.76	1337	131.63	0	0	27	1311	1057
2027	0	0	232	0	232	0	0	0	.0	29	46	22.88	218	81.32	0	0	0	218	160
2028	0	0	257	0	257	0	0	0	.0	29	40	29.93	188	81.47	0	0	0	188	125
2029	0	0	226	0	226	0	0	0	.0	30	34	32.22	162	81.38	0	0	0	162	98
2030	0	0	193	0	193	0	0	0	.0	31	30	35.08	139	80.82	0	0	0	139	76
2031	0	0	175	0	175	0	0	0	.0	31	26	38.20	119	79.90	0	0	0	119	59
2032	0	0	155	0	155	0	0	0	.0	32	22	42.03	101	78.57	0	0	0	101	46
2033	0	0	137	0	137	0	0	0	.0	32	19	46.36	85	76.64	0	0	0	85	35
2034	0	0	122	0	122	0	0	0	.0	33	17	51.37	72	74.13	0	0	0	72	27
2035	0	0	108	0	100	0	0	0	.0	34	14	57.16	60	70.81	0	0	0	60	20
2036	0	0	96	0	96	0	0	0	.0	34	13	63.06	49	66.74	0	0	0	49	15
2037	147	0	86	0	86	0	0	0	.0	35	11	71.58	40	61.62	0	0	20	20	6
2038	0	0	37	0	37	0	0	0	.0	3	2	17.17	33	118.63	0	0	0	33	8
SUB	174	0	7597	0	7587	0	0	0	.0	504	790		6353		0	0	47	6306	5179
RM	119	0	364	0	364	0	0	0	.0	81	21		259		0	0	119	140	35
TOT	293	0	7951	0	7951	0	0	0	.0	588	751		6612		0	0	165	6447	5219

NET PRESENT VALUE (-M\$)-							
Discount Rate	0%	5.0%	8.0%	10.0%	12.0%	15.0%	20.0%
PR After Roy & Oper.	6612	5797	5444	5249	5066	4830	4499
Procs & Other Income	0	0	0	0	0	0	0
Capital Costs	0	0	0	0	0	0	0
Abandonment Costs	165	54	36	31	27	23	20
Future Net Revenue	6447	5743	5408	5214	5039	4806	4479

COMPANY SHARE						
1st Year	Average	Royalties	Costs	PR After Roy6Oper	Capital Costs	Future NetRev
% Interest	100.0	42.7	0	18.8	83.2	0
% of Future Revenue						81.1

PROFITABILITY		Before Tax
COMPANY SHARE BASIS		
Rate of Return (%)	.....	n/a
Profit Index (undisc.)	.....	n/a
(disc. @ 10.0%)	.....	n/a
(disc. @ 5.0%)	.....	n/a
First Payout (years)	.....	n/a
Total Payout (years)	.....	n/a
Cost of Rinding (\$/BOE)	.....	n/a
NPV @ 10.0% (\$/BOE)	.....	88.63
NPV @ 5.0% (\$/BOE)	.....	97.63

Table 1c

EVALUATION OF: Total Proved Plus Probable Cons.

ERGO v7.43 P2 ENERGY SOLUTIONS
 GLOBAL : 22-MAY-2024 7041
 EPP: 01-APR-2024 DISC: 01-APR-2024
 RUN DATE: 10-JUN-2024 TIME: 14:11
 FILE:

EVALUATED BY -
 COMPANY EVALUATED - Company Name
 APPRAISAL FOR -
 PROJECT - FORECAST PRICES & COSTS

TOTAL CAPITAL COSTS - 1500 -M\$-
 TOTAL ABANDONMENT - 107 -M\$-

Sales Gas MMCF						
Year	# of Wells	Price \$/MMCF	Pool		Company Share	
			MMCF/D	Vol	Gross	Net
2024	2	12.96	478.4	132	132	132
2025	3	14.61	1257.0	459	459	459
2026	5	16.18	1801.1	657	533	533
2027	5	18.22	1818.4	664	533	533
2028	5	20.57	1762.9	643	530	530
2029	5	23.25	1714.6	626	528	528
2030	5	26.29	1672.6	611	525	525
2031	5	29.72	1636.1	597	523	523
2032	5	33.62	1604.3	586	521	521
2033	5	37.99	1589.2	581	495	495
2034	5	42.90	1376.4	502	454	454
2035	5	43.79	1377.4	466	424	424
2036	5	44.67	1159.6	423	387	387
2037	4	45.57	1044.3	381	349	349
2038	4	46.57	1030.3	376	348	348
SUB				7674	6741	6741
REM				8843	8798	8798
TOT				16517	15539	15539

= F/T =

COMPANY SHARE FUTURE NET REVENUE

Year	Capital Aband Costs -M\$-	Future Revenue (FR)				Royalties			Operating Costs			FR After Roy&Oper -M\$-	Net back \$/BOE	Procs Other Income -M\$-	Cap'l Costs -M\$-	Aband Costs -M\$-	Future Net Rev	
		Oil -M\$-	SalesGas -M\$-	Products -M\$-	Total -M\$-	Known -M\$-	Other -M\$-	Mineral -M\$-	Fixed -M\$-	Variable -M\$-	\$/BOE						Undisc -M\$-	10.0% -M\$-
2024	1500	0	1708	0	1708	0	0	0	43	142	14.08	1524	115.84	0	1500	0	29	23
2025	0	0	6704	0	6704	0	0	0	109	513	13.45	6087	132.69	0	0	0	6087	5102
2026	0	0	8619	0	8619	0	0	0	137	627	14.34	7855	147.42	0	0	0	7855	6337
2027	0	0	9716	0	9716	0	0	0	211	641	14.73	8950	167.44	0	0	0	8950	6509
2028	0	0	10909	0	10909	0	0	0	147	648	15.00	10114	190.74	0	0	0	10114	6743
2029	0	0	12267	0	12267	0	0	0	150	656	15.27	11461	217.27	0	0	0	11461	6947
2030	0	0	13804	0	13804	0	0	0	153	664	15.56	12987	247.31	0	0	0	12987	7156
2031	0	0	15545	0	15545	0	0	0	156	673	15.85	14716	281.37	0	0	0	14716	7372
2032	0	0	17521	0	17521	0	0	0	159	683	16.15	16679	320.04	0	0	0	16679	7595
2033	0	0	18803	0	18803	0	0	0	162	690	16.62	17980	363.28	0	0	0	17980	7843
2034	0	0	19171	0	19471	0	0	0	166	617	17.24	18686	411.78	0	0	0	18686	7033
2035	0	0	18572	0	18572	0	0	0	169	587	17.84	17815	420.11	0	0	0	17815	6095
2036	33	0	17471	0	17271	0	0	0	140	545	17.97	16577	420.77	0	0	33	16544	5146
2037	0	0	15920	0	15320	0	0	0	105	503	17.41	15311	438.30	0	0	0	15311	4329
2038	0	0	16226	0	16226	0	0	0	108	511	17.79	15607	447.92	0	0	0	15607	4013
SUB	1532	0	203056	0	203056	0	0	0	2052	8671		182333		0	1500	33	180801	88182
REM	375	0	422899	0	422899	0	0	0	3742	18133		401024		0	0	239	400785	32567
TOT	1907	0	625954	0	625954	0	0	0	5793	26804		593358		0	1500	272	591586	120749

NET PRESENT VALUE (-M\$-)=====

Discount Rate	0%	5.0%	8.0%	10.0%	12.0%	15.0%	20.0%
FR After Roy & Oper	593358	228875	152749	122213	100545	78094	55332
Proc & Other Income	0	0	0	0	0	0	0
Capital Costs	1500	1473	1457	1447	1437	1423	1400
Abandonment Costs	272	47	24	17	12	8	5
Future Net Revenue	591586	227355	151269	120749	99036	76663	53927
COMPANY SHARE							
1st Year	Average	Royalties	Oper	FR After	Capital	Future	
% Interest	100.0	94.1	0	5.2	94.8	2	94.5
% of Future Revenue							

PROFITABILITY =====

COMPANY SHARE BASIS		Before Tax
Rate of Return (%)	.....	999.9
Profit Index (undisc.)	.....	333.9
(disc. @ 10.0%)	.....	83.5
(disc. @ 5.0%)	.....	149.6
First Payout (years)	.....	.7
Total Payout (years)	.....	.8
Cost of Finding (\$/BOE)	.....	1.14
NPV @ 10.0% (\$/BOE)	.....	77.71
NPV @ 5.0% (\$/BOE)	.....	146.32

LUCERA GAS CONCESSION
ONSHORE, ITALY
INDEX

Discussion

Property Description.....	38
Geology.....	38
Reserves.....	39
Production.....	39
Product Prices.....	39
Capital Expenditures.....	39
Operating Costs.....	39
Economics.....	40

Attachments

Figure 1: Land Map.....	41
Table 1: Schedule of Lands, Interests and Royalty Burdens.....	42
Figure 2: Geological Maps and Figures	
a) Regional Geology.....	43
b) Stratigraphic Chart.....	44
Table 2: Summary of Reserves.....	45
Figure 3: Production History Graphs – Proved Developed Producing	
a) Production and Forecast Plot (Summary of Decline Analysis).....	46
Figure 4: Production History Graphs – Proved Plus Probable Developed Producing	
a) Production and Forecast Plot (Summary of Decline Analysis).....	47
Table 3: Summary of Anticipated Capital Expenditures	
a) Development	48
b) Abandonment and Restoration.....	49
Table 4: Summary of Company Reserves and Economics.....	50
<u>Consolidated Cash Flows</u>	
a) Total Proved Developed Non-Producing.....	51
b) Total Proved Plus Probable Developed Non-Producing.....	52

**LUCERA GAS CONCESSION
ONSHORE ITALY
DISCUSSION**

Property Description

The Company owns 13.6% working interest in the Lucera gas concession covering approximately 13,361 acres and located onshore Italy along the Adriatic coast.

A map showing the Lucera concession location is presented in Figure 1, and a description of the ownership is presented in Table 1.

Geology

The regional geology of Italy as shown in Fig 2a places the company's properties in the on-land shallow depths of the Apenninic Foredeep basin.

The Apennines are the consequences of the subduction of three types of lithosphere with different characteristics but pertaining to the same Adriatic plate.¹

1. In the north central Apennines, thin continental lithosphere at the surface in the foreland, and probably thinner at depth, occurs;
2. In the southern Apennines, thick continental lithosphere occurs in the foreland, whereas probably old oceanic lithosphere constitutes the slab at depth to the west (northern prologation of the Ionian Mesozoic basin);
3. In the southern sector, offshore Calabria, old oceanic Ionian lithosphere occurs both in the foreland and at depth.

The Lucera exploration play has gas resources in the Cenozoic Upper Tertiary Pliocene sand levels of the Bradano Trough as represented in the Stratigraphic Column of Fig 2b.

¹ 'An Introduction To The Italian Geology' – Carlo Doglioni and Giovanni Flores, 1997

Reserves

Total gross proved developed non-producing conventional non-associated marketable gas reserves of 912 MMscf have been estimated for the two producing gas wells. These estimates are based on a conservative production decline analyses as presented in Figure 3a.

Gross probable additional developed non-producing conventional non-associated marketable gas reserves of 220 MMscf have been estimated for the same two wells based on the best fit production decline analyses, as presented in Figure 4a.

Production

The Lucera gas concession was producing at a total rate of 540 Mscf/d as of May 2016. There were some problems with the gas treatment plant, and the production was temporarily suspended. Production is expected to resume in March, 2026 when the problems with the treatment plant are anticipated to be solved.

Product Prices

An average 2024 gas price of \$14.29/Mscf has been used for this area based on information provided by the Company, which reflects a correlation to the World Bank European posted gas price.

Capital Expenditures

There are no forecasted capital expenditures as presented in Table 3a.

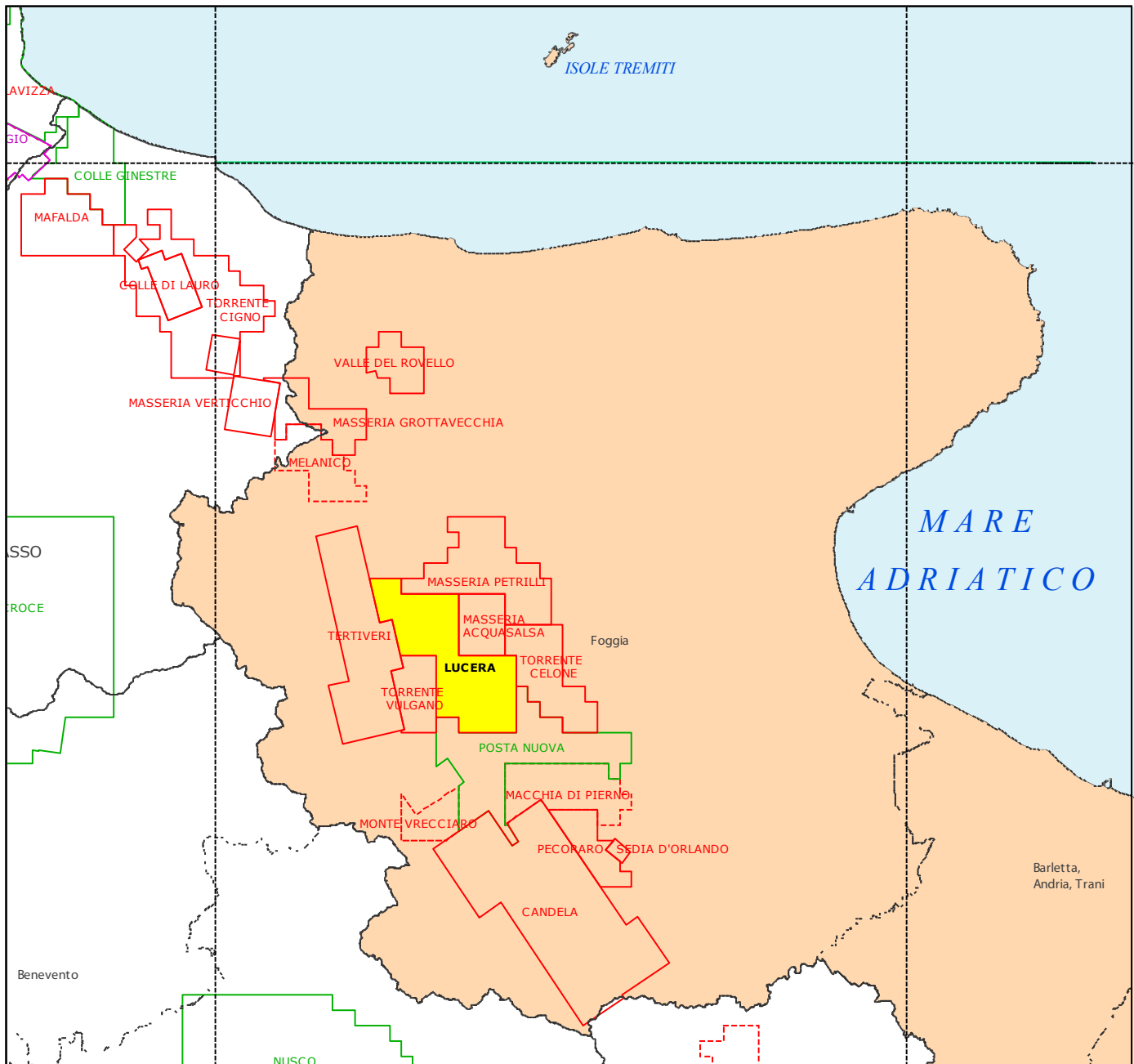
Total abandonment and reclamation liabilities of \$114,000 (\$15,500 net to the Company) have been estimated based on a reasonable expectation for these types of wells. The abandonment and site reclamation costs are presented in Table 3b.

Operating Costs

Operating costs for this area have been estimated to be \$7,883 per well per month plus \$1.91/Mscf, based on information provided by the Company.

Economics

An economic summary is presented on Table 4 and the results of our economic analysis are presented on Tables 4a and 4b.



40 km



ZENITH ENERGY LTD.

LUCERA CONCESSION

PUGLIA REGION, ITALY

LAND MAP

APR. 2024

JOB No. 7041 FIGURE No. 1

Table 1

**Schedule of Lands, Interests and Royalty Burdens
April 1, 2024**

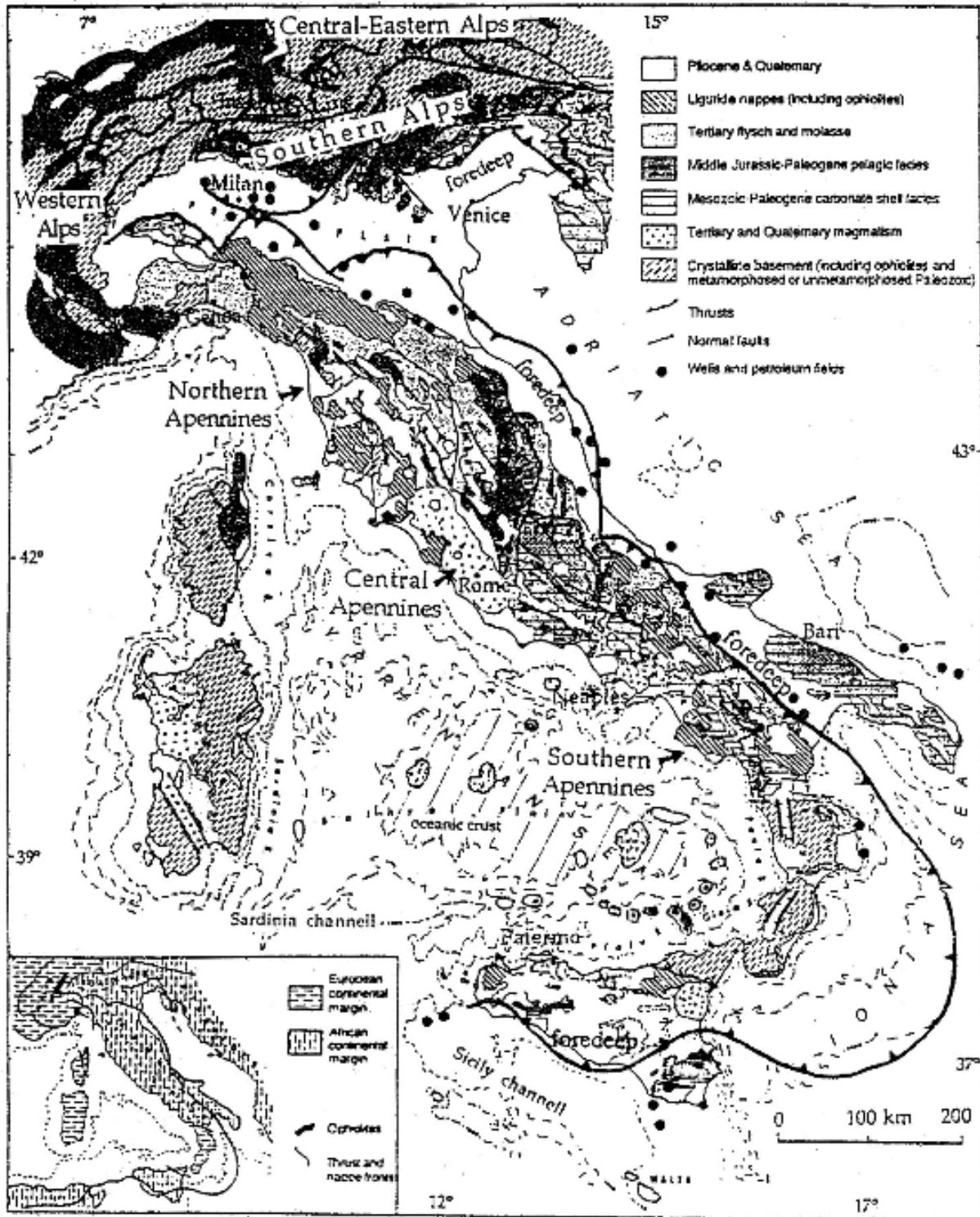
Zenith Energy Ltd.

Lucera Concession, Onshore Italy

<u>Description</u>	<u>Rights Owned</u>	<u>Gross Acres</u>	<u>Appraised Interest</u>		<u>Royalty Burdens</u>	
			<u>Working %</u>	<u>Royalty %</u>	<u>Basic %</u>	<u>Overriding %</u>
Lucera Concession	[A]	13,361	13.6000	-	7.0000	[1]

General Notes : [1] Only if over 25 million cubic meters annually (882.8 MMCF). 0% at forecast rates.

Rights Owned : [A] All P&NG.



Source: Doglioni and Flores, *An Introduction to the Italian Geology*, 1997

ZENITH ENERGY LTD.

ITALY

REGIONAL GEOLOGY

APR. 2024

JOB No. 7041 FIGURE No. 2a

System	Series	Stage	Age (Ma)	
Quaternary	Pleistocene	Gelasian	younger	
Neogene	Pliocene	Piacenzian	2.588–3.600	← GAS ZONE
		Zanclean	3.600–5.332	← GAS ZONE
	Miocene	Messinian	5.332–7.246	← GAS ZONE
		Tortonian	7.246–11.608	
		Serravallian	11.608–13.65	
		Langhian	13.65–15.97	
		Burdigalian	15.97–20.43	
		Aquitania	20.43–23.03	
Paleogene	Oligocene	Chattian	older	

ZONES OF INTEREST



← GAS ZONE

← GAS ZONE

← GAS ZONE

ZENITH ENERGY LTD.

ITALY

STRATIGRAPHIC CHART

APR. 2024

JOB No. 7041 FIGURE No. 2b

Table 2

Summary of Gross Reserves
April 1, 2024

Zenith Energy Ltd.

Lucera Concession, Onshore Italy

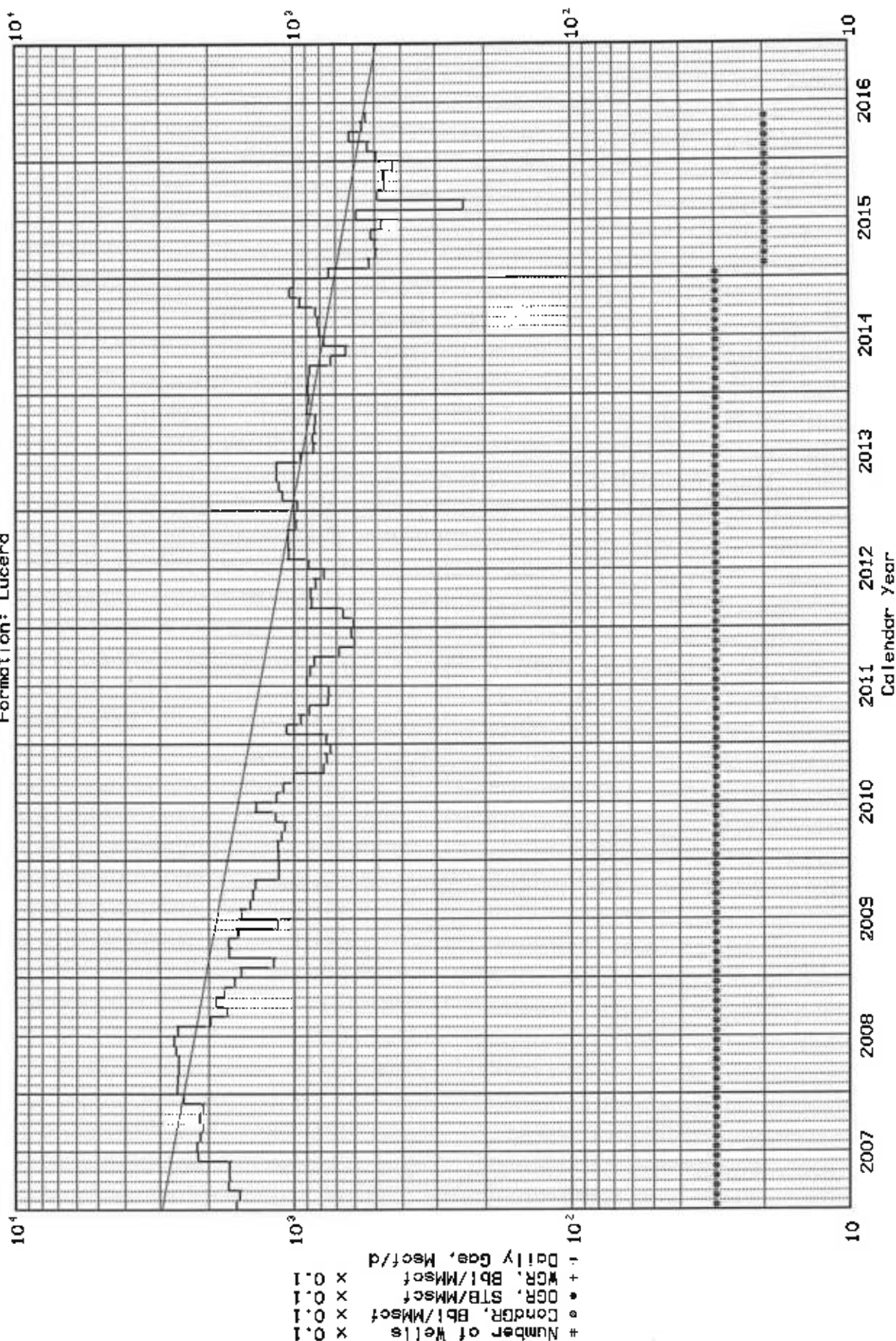
			Current or							
			Initial		Ultimate	Cumulative	Remaining	Remaining	Remaining	
			Rate		RGIP	Production	RGIP (raw)	RGIP (sales)	NGLs	
<u>Description</u>			<u>Mscf/d</u>		<u>(MMscf)</u>	<u>(MMscf)</u>	<u>(MMscf)</u>	<u>(MMscf)</u>	<u>(MBbls)</u>	<u>Reference</u>
<u>Proved Developed Non-Producing</u>										
Lucera Concession	2 Lucera wells		540	Mar-26	6,011	5,059	952	912	0	Fig 3a
Total Proved Developed Non-Producing			540		6,011	5,059	952	912	0	
<u>Probable Developed Non-Producing</u>										
Lucera Concession	2 Lucera wells	(Incr.)	0	Mar-26	241	0	241	220	0	Fig 4a
Total Probable Developed Non-Producing			0		241	0	241	220	0	
Total Proved Plus Probable Developed Non-Producing			540		6,252	5,059	1,193	1,132	0	

PRODUCTION HISTORY

Proved Developed Producing

"Lucera Field, Italy (non-producing)"

Field: Lucera
Formation: Lucera



PRODUCTION HISTORY

Proved Plus Probable

"Lucera Field, Italy (non-producing)"

Field: Lucera
Formation: Lucera

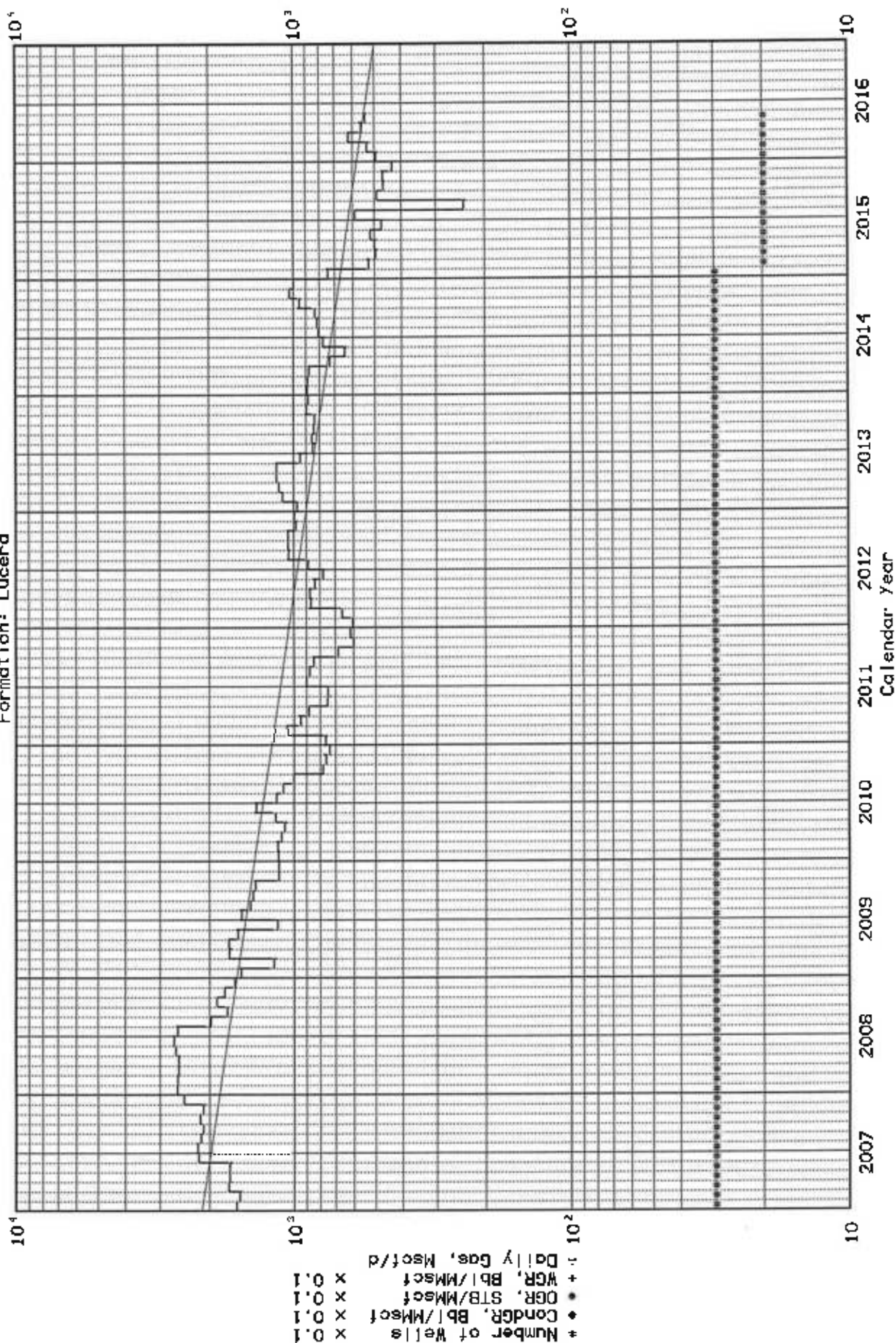


Table 3a

Summary of Anticipated Capital Expenditures

Development

April 1, 2024

Zenith Energy Ltd.

Lucera Concession, Onshore Italy

<u>Description</u>	<u>Date</u>	<u>Operation</u>	<u>Capital Interest %</u>	<u>Gross Capital M\$</u>	<u>Net Capital M\$</u>
--------------------	-------------	------------------	-----------------------------------	----------------------------------	--------------------------------

No anticipated capital expenditures.

Table 3b
Summary of Anticipated Capital Expenditures
Abandonment and Restoration

April 1, 2024

Zenith Energy Ltd.

Lucera Concession, Onshore Italy

Description	Well Parameters	Capital Interest %	Gross Capital M\$	Net Capital M\$
Lucera Concession	Abandon 2 gas wells, reclaim the land	13.6000	114	16

Note: **M\$ means thousands of United States dollars.**

The above capital values are expressed in terms of current dollar values without escalation.

Table 4
Summary of Company Reserves and Economics
Before Income Tax

Forecast Prices & Costs

April 1, 2024

Zenith Energy Ltd.

Lucera Concession, Italy

	Net To Appraised Interest											
	Reserves						Cumulative Cash Flow (BIT) - MUS\$					
	Light and Medium Oil MSTB		Conventional Natural gas MMscf		NGL Mbbbls		Discounted at:					
Description	Gross	Net	Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year	
Proved Developed Non-Producing												
Bastia-1, Reggente 6, S. Caterina 2	0	0	124	124	0	0	787	618	496	406	338	
Total Proved Developed Non-Producing	0	0	124	124	0	0	787	618	496	406	338	
Probable												
Probable Developed Non-Producing												
Bastia-1, Reggente 6, S. Caterina 2	Incr.	0	0	30	30	0	0	204	132	90	63	46
Total Probable Developed Non-Producing		0	0	30	30	0	0	204	132	90	63	46
Total Proved Plus Probable		0	0	154	154	0	0	991	750	586	469	384

MUS\$ means thousands of United States dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Table 4a

EVALUATION OF: Lucera Concession, Onshore Italy - Proved Developed Non-Producing

WELL/LOCATION - Bastia-1, Reggione S. S. Caterina 3
EVALUATED BY -
COMPANY EVALUATED - Company Name
APPRAISAL FOR -
PROJECT - FORECAST PRICES & COSTS

SECO v7.43 P2 ENERGY SOLUTIONS PAGE 1
GLOBAL : 22-MAY-2024 7043
EPT:01-APR-2024 DIBC:01-APR-2024 FROM:01-MAR-2026
RUN DATE: 10-JUN-2024 TIME: 10:13
FILE: GLCENL.DAT

TRACT FACTOR - 100.0000 \$
ULT POOL RESERVES - 862 MMCF
EXTRACTION TO DATE - N/A
DECLINE INDICATOR - EXPONENTIAL

TOTAL ABANDONMENT - 147 -M\$- (2038)
NOTE: ECONOMIC LIMIT OCCURS IN 2034

INTEREST

AVG WI 13.6000t

ROYALTIES/TAXES

STATE

Year	# of Wells	Price \$/MCF	Sales Gas MMCF		Company Share	
			Pool		Gross	
			MCF/D	Vol		Net
2024	0	14.29	.0	0	0	0
2025	0	15.79	.0	0	0	0
2026	2	10.71	477.3	142	19	19
2027	2	10.92	406.7	134	20	20
2028	2	11.14	341.7	121	16	16
2029	2	11.37	287.1	102	14	14
2030	2	11.59	241.2	86	12	12
2031	2	11.82	202.6	72	10	10
2032	2	12.06	170.2	60	8	8
2033	2	12.30	143.0	51	7	7
2034	2	12.55	120.1	43	6	6
2035	2	12.80	100.9	36	5	5
2036	2	13.06	84.3	30	4	4
2037	2	13.32	71.2	25	3	3
SUB				912	124	124
REM				0	0	0
TOT				912	124	124

F/T

COMPANY SHARE FUTURE NET REVENUE

Year	Capital & Aband Costs -M\$-	Future Revenue (FR)				Royalties				Operating Costs			FR After Roy & Oper -M\$-	Net back \$/MCF	Dropt Other Income -M\$-	Cap'l Costs -M\$-	Aband Costs -M\$-	Future Net Rev	
		Oil -M\$-	Sales Gas -M\$-	Products -M\$-	Total -M\$-	State -M\$-	Other -M\$-	Mineral -M\$-	%	Fixed -M\$-	Variable -M\$-	\$/MCF						Undisc -M\$-	10.0% -M\$-
2024	0	0	0	0	0	0	0	0	.0	0	0	.03	0	.00	0	0	0	0	0
2025	0	0	0	0	0	0	0	0	.0	0	0	.00	0	.00	0	0	0	0	0
2026	0	0	207	0	207	0	0	0	.0	22	40	3.23	145	7.49	0	0	0	145	117
2027	0	0	214	0	214	0	0	0	.0	27	42	3.43	146	7.43	0	0	0	146	107
2028	0	0	184	0	184	0	0	0	.0	27	36	3.02	121	7.32	0	0	0	121	81
2029	0	0	158	0	158	0	0	0	.0	28	31	4.21	99	7.16	0	0	0	99	60
2030	0	0	135	0	135	0	0	0	.0	28	26	4.68	80	6.91	0	0	0	80	44
2031	0	0	116	0	116	0	0	0	.0	29	23	5.35	64	6.57	0	0	0	64	32
2032	0	0	99	0	99	0	0	0	.0	29	19	5.92	50	6.14	0	0	0	50	23
2033	0	0	85	0	85	0	0	0	.0	30	17	6.73	38	5.57	0	0	0	38	16
2034	0	0	73	0	73	0	0	0	.0	31	14	7.71	28	4.84	0	0	0	28	11
2035	0	0	62	0	62	0	0	0	.0	31	12	8.89	19	3.91	0	0	0	19	7
2036	0	0	53	0	53	0	0	0	.0	32	10	10.30	11	2.76	0	0	0	11	4
2037	147	0	46	0	46	0	0	0	.0	32	9	12.01	4	1.31	0	0	20	-16	-4
SUB	147	0	1432	0	1432	0	0	0	.0	345	280		807		0	0	20	787	496
REM	0	0	0	0	0	0	0	0	.0	0	0		0		0	0	0	0	0
TOT	147	0	1432	0	1432	0	0	0	.0	345	280		807		0	0	20	787	496

NET PRESENT VALUE (-M\$-)

Discount Rate	0%	5.0%	8.0%	10.0%	12.0%	15.0%	20.0%
FR After Roy & Oper.	807	628	548	502	461	409	348
Proc & Other Income	0	0	0	0	0	0	0
Capital Costs	0	0	0	0	0	0	0
Abandonment Costs	20	11	7	6	4	3	2
Future Net Revenue	787	618	540	496	457	406	348
COMPANY SHARE							
1st Year	Average	Royalties	Oper Costs	FR After Roy & Oper	Capital Costs	Future Net Rev	
% Interest	13.6	13.6	0	43.6	56.4	0	55.0
% of Future Revenue							

PROFITABILITY

COMPANY SHARE BASIS		Before Tax
Rate of Return (t)		n/a
Profit Index (undisc.)		n/a
(disc. @ 10.0%)		n/a
(disc. @ 5.0%)		n/a
First Payout (years)		n/a
Total Payout (years)		n/a
Cost of Finding (\$/BOE)		n/a
NPV @ 10.0% (\$/MCF)		4.00
NPV @ 5.0% (\$/MCF)		4.90

Table 4b

EVALUATION OF: Lucera Concession, Onshore Italy - Proved Plus Probable Developed Non-Produci

ERGO v7.43 P2 ENERGY SOLUTIONS PAGE 1
 GLOBAL : 22-MAY-2024 7041
 REF: 01-APR-2024 DISC: 01-APR-2024 PRCD: 01-MAR-2026
 RUN DATE: 10-JUN-2024 TIME: 10:15
 FILE: GLOCD1.DPX

WELL/LOCATION - Spatia-1, Roggante F. S. Caterina 2
 EVALUATED BY -
 COMPANY EVALUATED - Company Name
 APPRAISAL FOR -
 PROJECT - FORECAST PRICES & COSTS

TRACT FACTOR - 100.0000 %
 DLT FOOE RESERVS - 1193 MMCF
 PRODUCTION TO DATE - N/A
 DECLINE INDICATOR - EXPONENTIAL

TOTAL ABANDONMENT - 156 MM (2041)
 NTH: ECONOMIC LIMIT OCCURE IN 2041

INTEREST

AVG NT 13.6000%

ROYALTIES/TAXES

STATE

Year	# of Wells	Price \$/MCF	Sales Gas MMCF		Pool		Company Share	
			MCF/D	Vol	Gross	Net		
2024	0	14.39	.0	0	0	0		
2025	0	15.79	.0	0	0	0		
2026	2	10.71	483.0	144	20	20		
2027	2	10.93	425.0	151	21	21		
2028	2	11.14	369.1	131	18	18		
2029	2	11.37	320.6	114	15	15		
2030	2	11.59	278.4	99	13	13		
2031	2	11.82	241.8	86	12	12		
2032	2	12.06	210.0	75	10	10		
2033	2	12.30	183.3	65	9	9		
2034	2	12.55	158.3	56	8	8		
2035	2	12.80	137.5	49	7	7		
2036	2	13.06	119.4	42	6	6		
2037	2	13.32	103.7	37	5	5		
2038	2	13.58	90.1	32	4	4		
SUB				1080	147	147		
REM				52	7	7		
TOT				1132	154	154		

P/F

COMPANY SHARE FUTURE NET REVENUE

Year	Capital Aband Costs -M\$-	Future Revenue (FR)				Royalties				Operating Costs			FR After Roy & Oper -M\$-	Net Back \$/MCF	Proce Other Income -M\$-	Cap'l Costs -M\$-	Aband Costs -M\$-	Future Net Rev	
		Oil -M\$-	SaleGas -M\$-	Products -M\$-	Total -M\$-	State -M\$-	Other -M\$-	Mineral -M\$-	-t-	Fixed -M\$-	Variable -M\$-	\$/MCF						Undisc -M\$-	10.0% -M\$-
2024	0	0	0	0	0	0	0	0	.0	0	0	.00	0	.00	0	0	0	0	0
2025	0	0	0	0	0	0	0	0	.0	0	0	.00	0	.00	0	0	0	0	0
2026	0	0	210	0	210	0	0	0	.0	22	41	3.31	147	7.50	0	0	0	147	119
2027	0	0	224	0	224	0	0	0	.0	27	41	3.43	154	7.49	0	0	0	154	113
2028	0	0	199	0	199	0	0	0	.0	27	39	3.70	133	7.41	0	0	0	133	98
2029	0	0	176	0	176	0	0	0	.0	28	34	4.01	114	7.36	0	0	0	114	83
2030	0	0	156	0	156	0	0	0	.0	38	30	4.36	97	7.23	0	0	0	97	54
2031	0	0	138	0	138	0	0	0	.0	28	27	4.77	82	7.05	0	0	0	82	41
2032	0	0	122	0	122	0	0	0	.0	29	24	5.25	69	6.81	0	0	0	69	31
2033	0	0	108	0	108	0	0	0	.0	30	21	5.00	57	6.50	0	0	0	57	24
2034	0	0	96	0	96	0	0	0	.0	31	19	6.44	47	6.11	0	0	0	47	18
2035	0	0	85	0	85	0	0	0	.0	31	17	7.13	37	5.61	0	0	0	37	13
2036	0	0	75	0	75	0	0	0	.0	32	15	8.05	29	5.01	0	0	0	29	9
2037	0	0	67	0	67	0	0	0	.0	32	13	9.07	21	4.25	0	0	0	21	6
2038	0	0	59	0	59	0	0	0	.0	33	12	10.25	14	3.93	0	0	0	14	4
SUB	0	0	1715	0	1715	0	0	0	.0	378	315		1002		0	0	0	1002	586
REM	156	0	98	0	98	0	0	0	.0	68	19		10		0	0	21	-11	-2
TOT	156	0	1813	0	1813	0	0	0	.0	446	354		1012		0	0	21	991	586

NET PRESENT VALUE (-M\$-)

Discount Rate	0%	5.0%	8.0%	10.0%	13.0%	15.0%	20.0%
FR After Roy & Oper	1012	760	651	590	538	471	385
Proce & Other Income	0	0	0	0	0	0	0
Capital Costs	0	0	0	0	0	0	0
Abandonment Costs	21	10	6	5	3	2	1
Future Net Revenue	991	750	645	586	534	469	384

COMPANY SHARE

	1st Year	Average	Royalties	Oper Costs	FR After Roy & Oper	Capital Costs	Future Net Rev
% Interest	13.6	13.6					
% of Future Revenue			.0	14.2	55.8	.0	54.7

PROFITABILITY

COMPANY SHARE BASIS		Before Tax
Rate of Return (%)		n/a
Profit Index (undisc.)		n/a
(disc. @ 10.0%)		n/a
(disc. @ 5.0%)		n/a
First Payout (years)		n/a
Total Payout (years)		n/a
Cost of Finding (\$/BOU)		n/a
NPV @ 10.0% (\$/MCF)		3.81
NPV @ 5.0% (\$/MCF)		4.87

MISANO ADRIATICO GAS CONCESSION
ONSHORE, ITALY
INDEX

Discussion

Property Description	54
Geology.....	54
Reserves.....	55
Production.....	55
Product Prices.....	55
Capital Expenditures.....	55
Operating Costs.....	55
Economics.....	56

Attachments

Figure 1: Land Map.....	57
Table 1: Schedule of Lands, Interests and Royalty Burdens.....	58
Figure 2: Geological Maps and Figures	
a) Regional Geology.....	59
b) Stratigraphic Chart.....	60
Table 2: Summary of Reserves.....	61
Figure 3: Production History Graph – Proved Developed Producing	
a) Production and Forecast Plot (Summary of Decline Analysis).....	62
Figure 4: Production History Graph – Proved Plus Probable Developed Producing	
a) Production and Forecast Plot (Summary of Decline Analysis).....	63
Table 3: Summary of Anticipated Capital Expenditures	
a) Development.....	64
b) Abandonment and Restoration.....	65
Table 4: Summary of Company Reserves and Economics.....	66
<u>Consolidated Cash Flows</u>	
a) Total Proved Developed Producing.....	67
b) Total Proved Plus Probable Developed Producing.....	68

MISANO ADRIATICO GAS CONCESSION
ONSHORE ITALY
DISCUSSION

Property Description

The Company owns 100% working interest in the Misano Adriatico gas concession covering approximately 642 acres and located onshore Italy along the Adriatic coast.

A map showing the Misano Adriatico concession location is presented in Figure 1, and a description of the ownership is presented in Table 1.

Geology

The regional geology of Italy as shown in Fig 2a places the company's properties in the on-land shallow depths of the Apenninic Foredeep basin.

The Apennines are the consequences of the subduction of three types of lithosphere with different characteristics but pertaining to the same Adriatic plate.¹

1. In the north central Apennines, thin continental lithosphere at the surface in the foreland, and probably thinner at depth, occurs;
2. In the southern Apennines, thick continental lithosphere occurs in the foreland, whereas probably old oceanic lithosphere constitutes the slab at depth to the west (northern prologation of the Ionian Mesozoic basin);
3. In the southern sector, offshore Calabria, old oceanic Ionian lithosphere occurs both in the foreland and at depth.

The Misano Adriatico exploration play has gas resources in the Cenozoic Upper Tertiary Pliocene sand levels as represented in the Stratigraphic Column of Fig 2b.

¹ 'An Introduction To The Italian Geology' – Carlo Doglioni and Giovanni Flores, 1997

Reserves

Total gross proved developed producing conventional non-associated marketable gas reserves of 105 MMscf have been estimated for the one producing gas well. This estimate is based on a conservative production decline analysis as presented in Figure 3a.

Gross probable additional developed producing conventional non-associated marketable gas reserves of 69 MMscf have been estimated for the same well based on the best fit production decline analysis, as presented in Figure 4a.

Production

The Misano Adriatico gas concession is being produced from well Misano 2 which is producing 28 Mscf/d.

Product Prices

An average 2024 gas price of \$14.29/Mscf has been used for this area based on information provided by the Company, which reflects a correlation to World Bank European posted gas prices.

Capital Expenditures

There are no forecasted capital expenditures as presented in Table 3a.

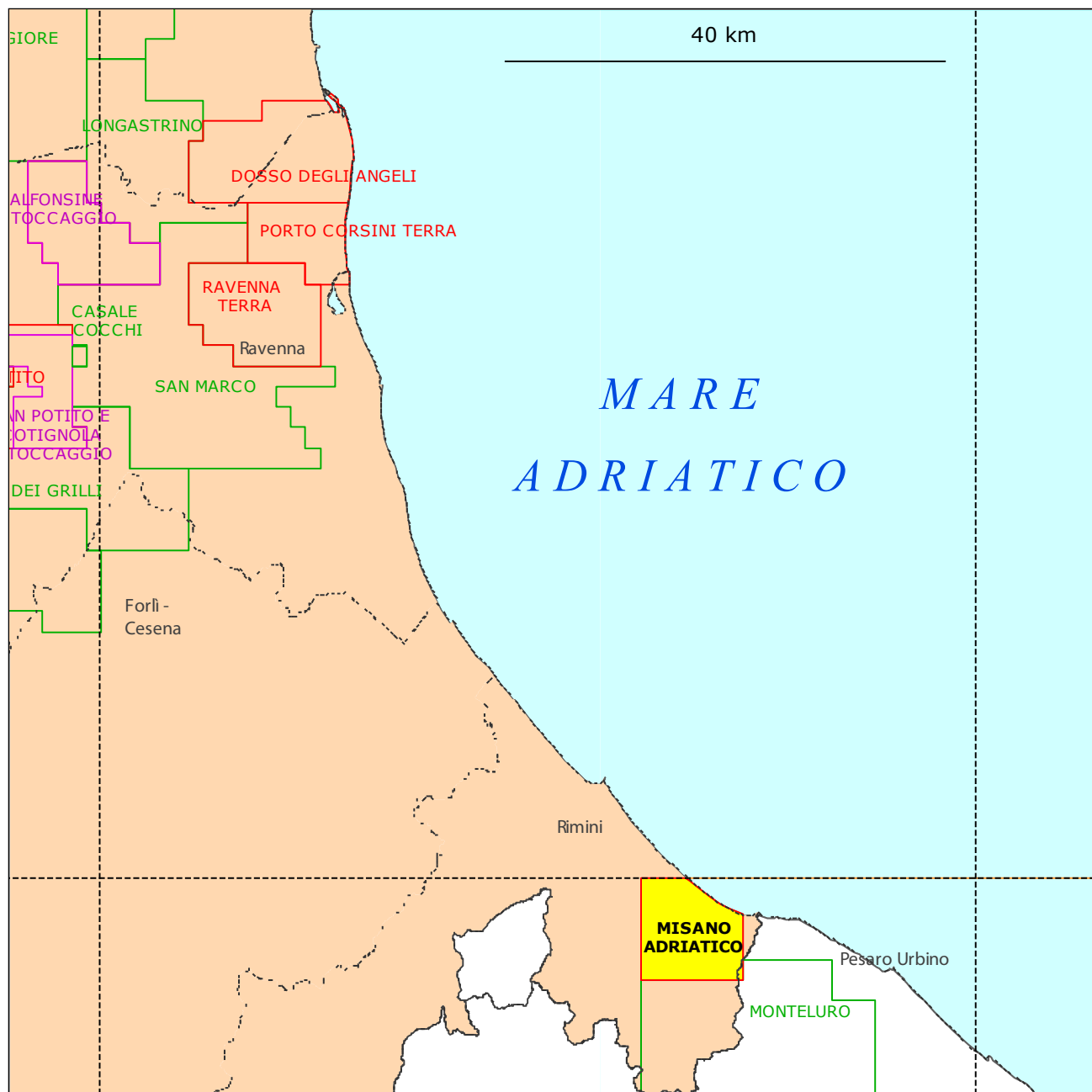
Total abandonment and reclamation liabilities of \$57,000 (\$57,000 net to the Company) have been estimated based on a reasonable expectation for these types of wells. The abandonment and site reclamation costs are presented in Table 3b.

Operating Costs

Operating costs for this area have been estimated to be \$185 per well per month plus \$0.49/Mscf, based on information provided by the Company.

Economics

An economic summary is presented on Table 4 and the results of our economic analysis are presented on Tables 4a and 4b.



ZENITH ENERGY LTD.

MISANO ADRIATICO CONCESSION

EMILIA ROMAGNA REGION, ITALY

LAND MAP

APR. 2024

JOB No. 7041 FIGURE No. 1

Table 1

Schedule of Lands, Interests and Royalty Burdens
April 1, 2024

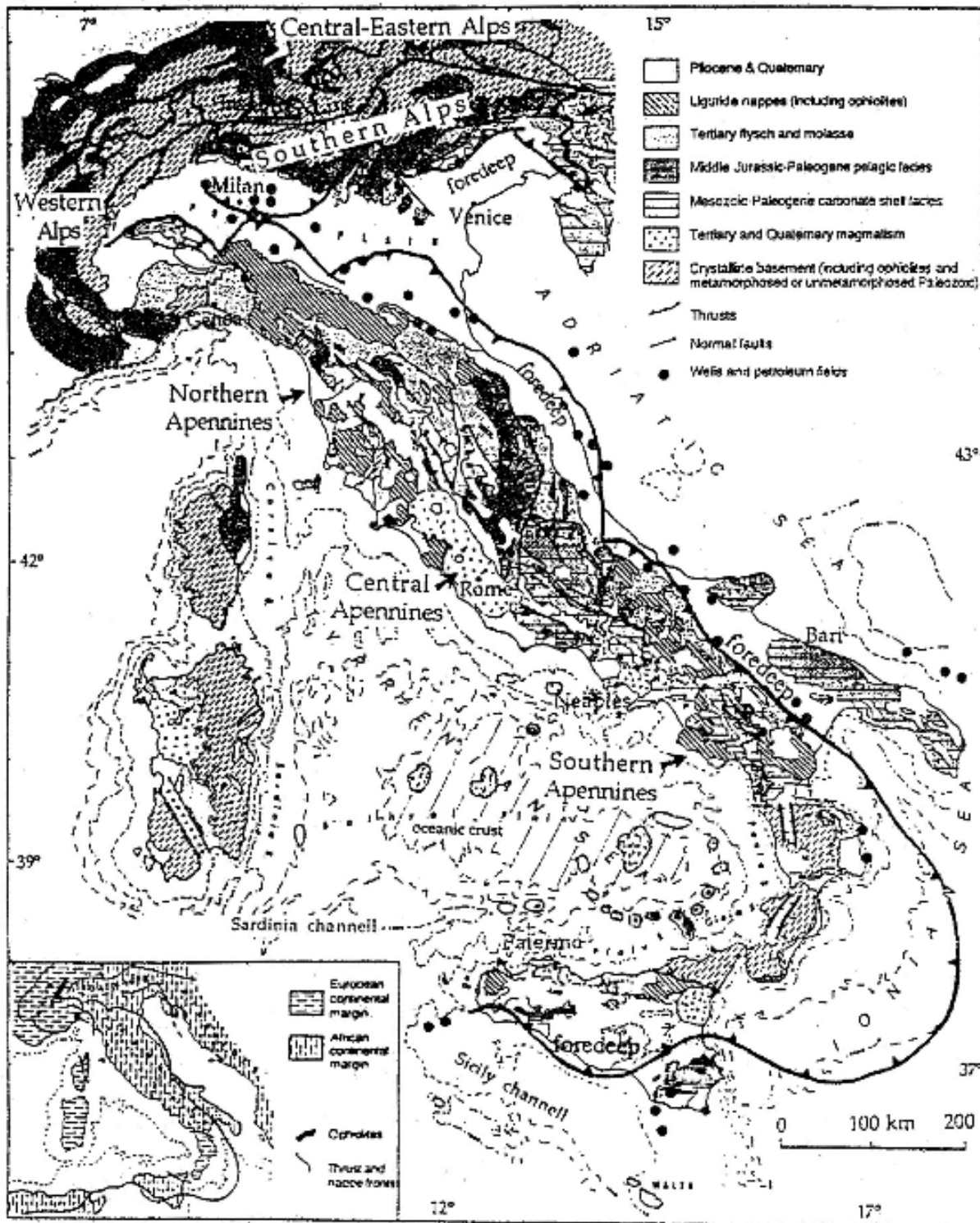
Zenith Energy Ltd.

Misano Adriatico Concession, Onshore Italy

<u>Description</u>	<u>Rights Owned</u>	<u>Gross Acres</u>	<u>Appraised Interest</u>		<u>Royalty Burdens</u>	
			<u>Working %</u>	<u>Royalty %</u>	<u>Basic %</u>	<u>Overriding %</u>
Misano Adriatico Concession	[A]	642	100.0000	-	7.0000 [1]	-

General Notes : [1] Only if over 25 million cubic meters annually (882.9 MMCF), 0% at forecast rates.

Rights Owned : [A] All P&NG.



Source: Doglioni and Flores, *An Introduction to the Italian Geology*, 1997

ZENITH ENERGY LTD.

ITALY

REGIONAL GEOLOGY

APR. 2024

JOB No. 7041 FIGURE No. 2a

System	Series	Stage	Age (Ma)	
Quaternary	Pleistocene	Gelasian	younger	
Neogene	Pliocene	Piacenzian	2.588–3.600	← GAS ZONE
		Zanclean	3.600–5.332	← GAS ZONE
	Miocene	Messinian	5.332–7.246	← GAS ZONE
		Tortonian	7.246–11.608	
		Serravallian	11.608–13.65	
		Langhian	13.65–15.97	
		Burdigalian	15.97–20.43	
		Aquitania	20.43–23.03	
Paleogene	Oligocene	Chattian	older	

ZONES OF INTEREST



← GAS ZONE
← GAS ZONE
← GAS ZONE

ZENITH ENERGY LTD.

ITALY

STRATIGRAPHIC CHART

APR. 2024

JOB No. 7041 FIGURE No. 2b

Table 2

Summary of Gross Reserves
April 1, 2024

Zenith Energy Ltd.

Misano Adriatico Concession, Onshore Italy

Description		Current or Initial Rate Mscf/d	Ultimate RGIP (MMscf)	Cumulative Production (MMscf)	Remaining RGIP (raw) (MMscf)	Remaining RGIP (sales) (MMscf)	Remaining NGLs (MBbls)	Reference
<u>Proved Developed Producing</u>								
Misano Adriatico Concession	Misano 2	28	596	485	111	105	0	Fig 3a
Total Proved		28	596	485	111	105	0	
<u>Probable Incremental</u>								
Misano Adriatico Concession	Misano 2 (Incr.)	0	72	0	72	69	0	Fig 4a
Total Probable		0	72	0	72	69	0	
Total Proved Plus Probable		28	669	485	183	174	0	

PRODUCTION HISTORY

Misano-Adriatico (producing)
Field: Misano-Adriatico
Formation: Misano-Adriatico

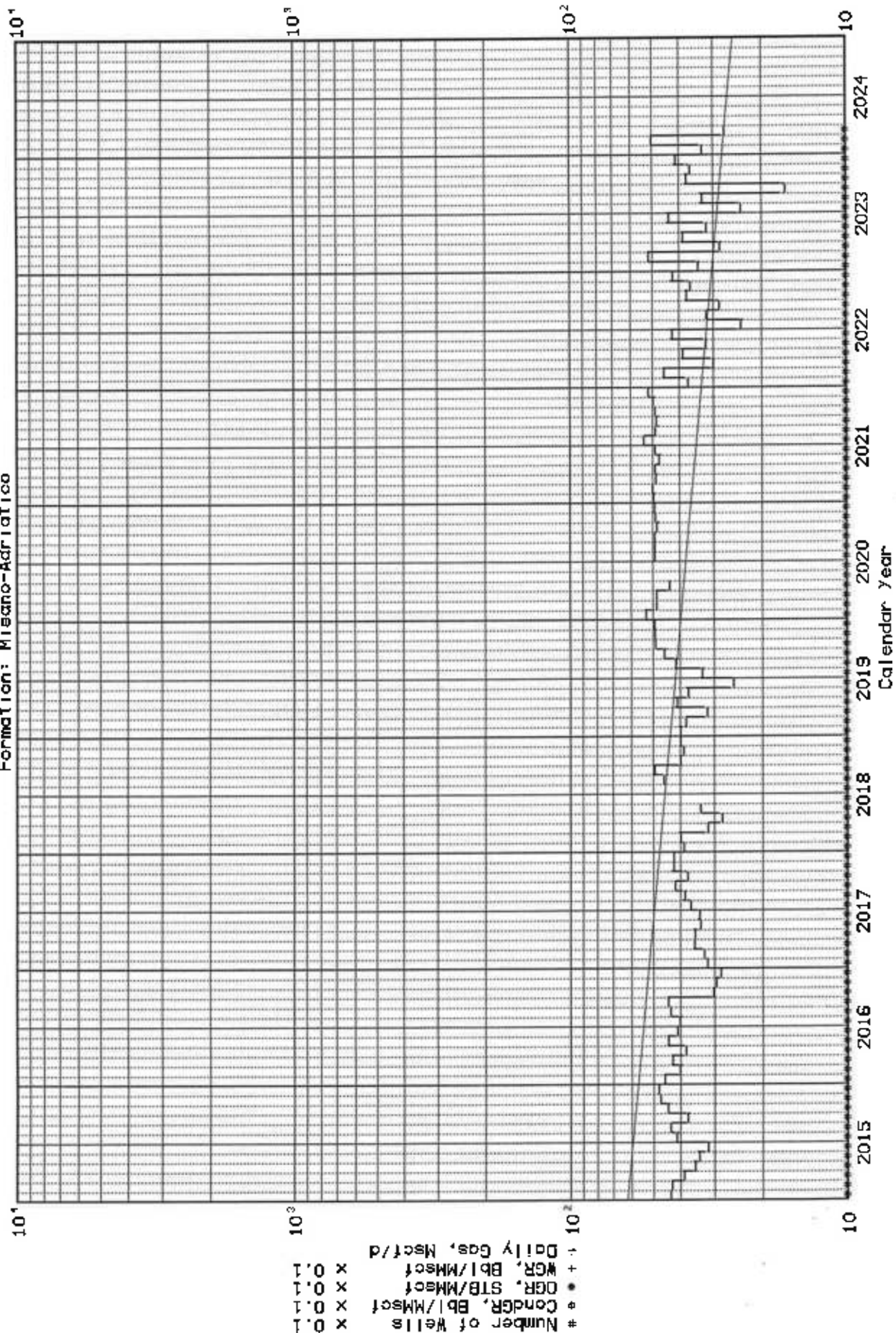


Figure 3a

PRODUCTION HISTORY

Misano-Adriatico (producing)
Field: Misano-Adriatico
Formation: Misano-Adriatico

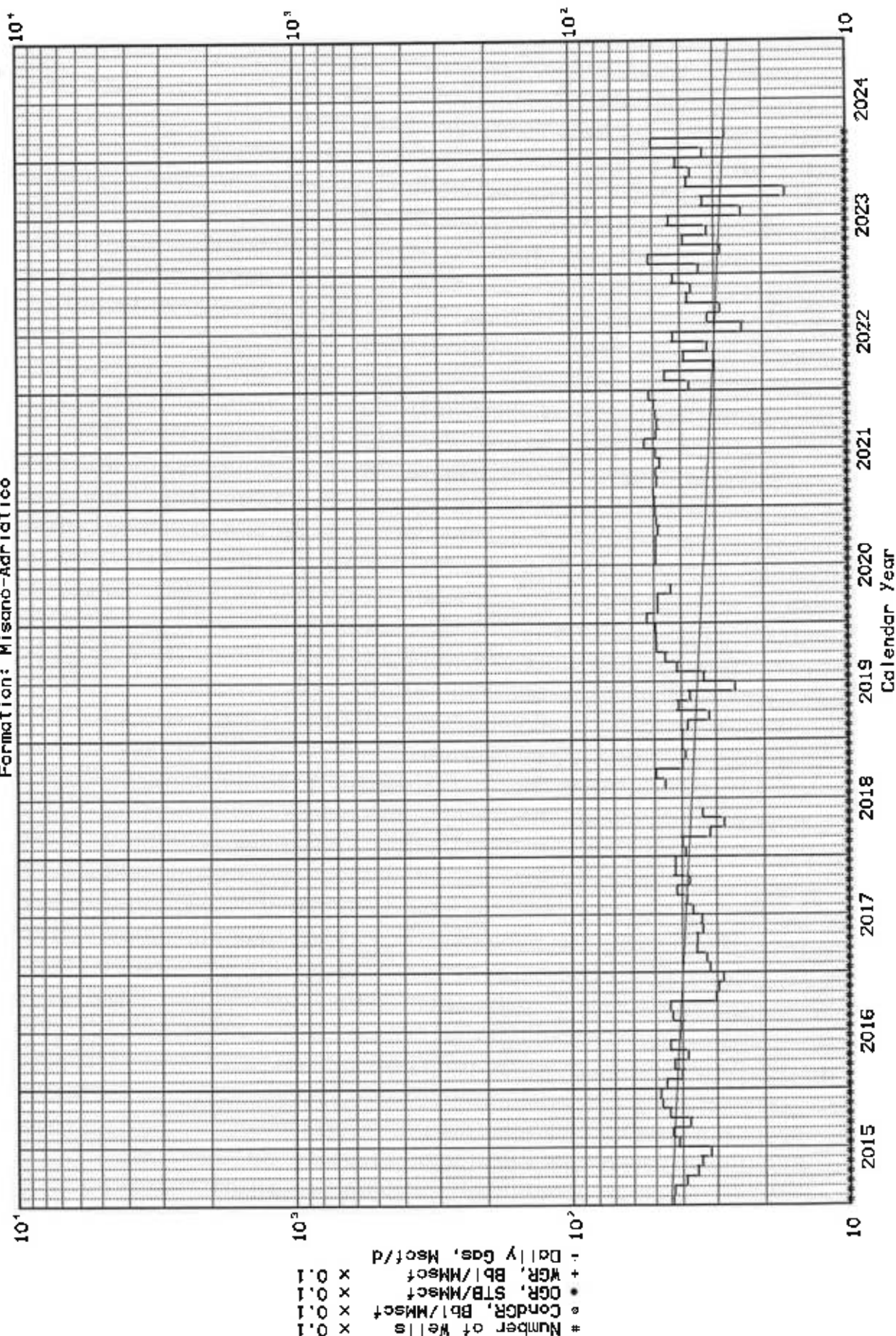


Figure 4a

Number of Wells
• CondR, Bbl/Mscf
• OGR, STB/Mscf
+ YGR, Bbl/Mscf
- Daily Gas, Mscf/d
x 0.1
x 0.1
x 0.1
x 0.1
x 0.1

Table 3a

**Summary of Anticipated Capital Expenditures
Development**

April 1, 2024

Zenith Energy Ltd.

Misano Adriatico Concession, Onshore Italy

Description	Date	Operation	Capital Interest %	Gross Capital M\$	Net Capital M\$
--------------------	-------------	------------------	-----------------------------------	----------------------------------	--------------------------------

No anticipated capital expenditures.

Table 3b
Summary of Anticipated Capital Expenditures
Abandonment and Restoration

April 1, 2024

Zenith Energy Ltd.

Misano Adriatico Concession, Onshore Italy

Description	Well Parameters	Capital Interest %	Gross Capital M\$	Net Capital M\$
Misano Adriatico Concession	Abandon 1 gas well, reclaim the land	100.0000	57	57
	Total Abandonment and Restoration		57	57

Note: **M\$ means thousands of United States dollars.**

The above capital values are expressed in terms of current dollar values without escalation.

Table 4
Summary of Company Reserves and Economics
Before Income Tax

Forecast Prices & Costs

April 1, 2024

Zenith Energy Ltd.

Misano Adriatico Concession, Italy

		Net To Appraised Interest										
		Reserves						Cumulative Cash Flow (BIT) - MUS\$				
		Light and Medium Oil MSTB		Conventional Natural gas MMscf		NGL Mbbbls		Discounted at:				
								Undisc.	5%/year	10%/year	15%/year	20%/year
Description		Gross	Net	Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year
Proved Developed Producing												
Misano-2		0	0	105	105	0	0	1,040	771	598	489	416
Total Proved Developed Producing		0	0	105	105	0	0	1,040	771	598	489	416
Probable												
Probable Developed Producing												
Misano-2	Incr.	0	0	69	69	0	0	767	314	159	96	65
Total Probable Developed Producing		0	0	69	69	0	0	767	314	159	96	65
Total Proved Plus Probable		0	0	174	174	0	0	1,807	1,085	757	585	481

MUS\$ means thousands of United States dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Table 4a

EVALUATION OF: Misano Adriatico Concession, Onshore Italy - Proved Developed Producing

SRGQ v7.43 E2 ENERGY SOLUTIONS PAGE 1
 GLOBAL : 22-MAY-2024 7041
 EFF:01-APR-2024 DISC:01-APR-2024 PROD:01-APR-2024
 RUN DATE: 18-JUN-2024 TIME: 9:07
 FILE: Qml001.DAT

WELL/LOCATION - Misano-2
 EVALUATED BY -
 COMPANY EVALUATED - Company Name
 APPRAISAL FOR -
 PROJECT - FORECAST PRICES & COSTS

ERACT FACTOR - 100,0000 %
 ULT POOL RESERVE - 111 MMCF
 PRODUCTION TO DATE - N/A
 DECLINE INDICATOR - EXponential

TOTAL ABANDONMENT - 119 -M\$- (2062)
 NOTE: ECONOMIC LIMIT OCCURS IN 2062

INTEREST

ROYALTIES/TAXES

AVG WT 100.00000

STATE

Year	# of Wells	Price \$/MCF	Sales Gas MMCF		Pool		Company Share	
			MCF/D	Vol	Gross	Net	Gross	Net
2024	1	14.29	25.8	7	7	7	7	7
2025	1	13.79	23.9	6	6	6	6	6
2026	1	10.71	21.9	8	8	8	8	8
2027	1	10.92	20.1	7	7	7	7	7
2028	1	11.14	18.4	7	7	7	7	7
2029	1	11.37	16.9	6	6	6	6	6
2030	1	11.59	15.5	6	6	6	6	6
2031	1	11.82	14.2	5	5	5	5	5
2032	1	12.05	13.0	5	5	5	5	5
2033	1	12.30	11.9	4	4	4	4	4
2034	1	12.55	10.9	4	4	4	4	4
2035	1	12.80	10.0	4	4	4	4	4
2036	1	13.06	9.2	3	3	3	3	3
2037	1	13.32	8.4	3	3	3	3	3
2038	1	13.58	7.7	3	3	3	3	3
BOB				79	79	79		
EBM				26	26	26		
TOT				105	105	105		

- 1/1 = COMPANY SHARE FUTURE NET REVENUE																		
Capital Aband Costs -M\$-	Future Revenue (FR)				Royalties				Operating Costs			FR After Roy&Oper -M\$-	Net back \$/MCF	Procs& Other Income -M\$-	Cap'l Costs -M\$-	Aband Costs -M\$-	Future Net Rev	
	Oil -M\$-	Sales Gas -M\$-	Products -M\$-	Total -M\$-	State -M\$-	Other -M\$-	Mineral -M\$-	-t-	Fixed -M\$-	Variable -M\$-	\$/MCF						Undisc -M\$-	10.0% -M\$-
0	0	99	0	99	0	0	0	0	2	4	.75	93	13.54	0	0	0	93	90
0	0	134	0	134	0	0	0	0	2	4	.79	128	15.00	0	0	0	128	113
0	0	83	0	83	0	0	0	0	2	4	.83	77	9.68	0	0	0	77	62
0	0	78	0	78	0	0	0	0	2	4	.87	72	10.05	0	0	0	72	53
0	0	73	0	73	0	0	0	0	2	4	.92	67	10.22	0	0	0	67	45
0	0	68	0	68	0	0	0	0	2	3	.97	63	10.40	0	0	0	63	38
0	0	64	0	64	0	0	0	0	2	3	1.02	58	10.57	0	0	0	58	32
0	0	60	0	60	0	0	0	0	2	3	1.00	54	10.74	0	0	0	54	27
0	0	56	0	56	0	0	0	0	3	3	1.15	51	10.91	0	0	0	51	21
0	0	52	0	52	0	0	0	0	3	3	1.23	47	11.07	0	0	0	47	19
0	0	49	0	49	0	0	0	0	3	2	1.31	44	11.24	0	0	0	44	16
0	0	46	0	46	0	0	0	0	3	2	1.39	41	11.41	0	0	0	41	14
0	0	43	0	43	0	0	0	0	3	2	1.49	39	11.57	0	0	0	39	12
0	0	40	0	40	0	0	0	0	3	2	1.60	35	11.73	0	0	0	35	10
0	0	37	0	37	0	0	0	0	3	2	1.72	33	11.86	0	0	0	33	8
0	0	982	0	982	0	0	0	0	37	46		980		0	0	0	900	563
119	0	364	0	364	0	0	0	0	84	21		259		0	0	119	110	35
119	0	1346	0	1346	0	0	0	0	121	67		1159		0	0	119	1040	590

NET PRESENT VALUE (-M\$-)

Discount Rate	0%	5.0%	8.0%	10.0%	12.0%	15.0%	20.0%
FR After Roy & Oper.	1159	790	664	601	550	489	416
Proc & Other Income.	0	0	0	0	0	0	0
Capital Costs	0	0	0	0	0	0	0
Abandonment Costs	119	19	7	3	2	1	0
Future Net Revenue	1040	771	657	598	548	489	416

COMPANY SHARE

	1st Year	Average	Royalties	Oper Costs	FR After Roy&Oper	Capital Costs	Future NetRev
% Interest	100.0	100.0	0	14.0	86.0	0	77.2
% of Future Revenue							

PROFITABILITY

COMPANY SHARE BASIS		Before Tax
Rate of Return (%)		n/a
Profit Index (undisc.)		n/a
(disc. @ 10.0%)		n/a
(disc. @ 5.0%)		n/a
First Payout (years)		n/a
Total Payout (years)		n/a
Cost of Finding (\$/BOE)		n/a
NPV @ 10.0% (\$/MCF)		5.68
NPV @ 5.0% (\$/MCF)		7.33

Table 4b

EVALUATION OF: Misano Adriatico Concession, Onshore Italy - Proved Plus Probable Developed &

 ERGO v7.43 P2 ENERGY SOLUTIONS PAGE 1
 GLOBAL : 23-MAY-2024 7041
 RFF:01-APR-2024 DISC:01-APR-2024 PROG:01-APR-2024
 RUN DATE: 13-JUN-2024 TIME: 9:08
 FILE: GMRP1.DRX

 WELL/LOCATION - Misano-2
 EVALUATED BY -
 COMPANY EVALUATED - Company Name
 APPRAISAL FOR -
 PROJECT - FORECAST PRICES & COSTS

 TRACT FACTOR - 100.0000 +
 UWT POOL RESERVES - 153 MMCF
 PRODUCTION TO DATE - N/A
 DECLINE INDICATOR - EXPONENTIAL
 TOTAL ABANDONMENT - 150 -M\$- (2023)

INTEREST

AVG WI 100.0000%

ROYALTIES/TAXES

STATE

		Sales Gas					
		MMCF					
		Pool		Company Share			
		# of	Price	Vol	Gross	Net	
Year	Wells	\$/MCF	MCF/D				
2024	1	14.29	25.1	7	7	7	
2025	1	15.79	25.0	9	9	9	
2026	1	10.71	23.8	8	8	8	
2027	1	10.92	22.6	8	8	8	
2028	1	11.14	21.5	8	8	8	
2029	1	11.37	20.5	7	7	7	
2030	1	11.59	19.5	7	7	7	
2031	1	11.82	18.5	7	7	7	
2032	1	12.06	17.6	6	6	6	
2033	1	12.30	16.7	6	6	6	
2034	1	12.55	15.9	6	6	6	
2035	1	12.80	15.2	5	5	5	
2036	1	13.06	14.4	5	5	5	
2037	1	13.32	13.7	5	5	5	
2038	1	13.58	13.0	5	5	5	
SUB				99	99	99	
REM				75	75	75	
TOT				174	174	174	

= P/T = COMPANY SHARE FUTURE NET REVENUE

Year	Capital Aband Costs -M\$-	Future Revenue (FR)				Royalties				Operating Costs			FR After RoyaOper -M\$-	Net back \$/MCF	Proc & Other Income Costs -M\$-	Cap+1 Costs -M\$-	Aband Costs -M\$-	Future Net Undisc -M\$-	Net Rev 10.0% -M\$-
		Oil -M\$-	SaleGas -M\$-	Products -M\$-	Total -M\$-	State -M\$-	Other -M\$-	Mineral -M\$-	%	Fixed -M\$-	Variable -M\$-	\$/MCF							
2024	0	0	100	0	100	0	0	0	.0	2	1	.73	95	13.54	0	0	0	95	91
2025	0	0	140	0	140	0	0	0	.0	2	5	.77	134	19.02	0	0	0	134	119
2026	0	0	91	0	91	0	0	0	.0	2	5	.80	84	9.91	0	0	0	84	68
2027	0	0	88	0	88	0	0	0	.0	2	4	.83	81	10.09	0	0	0	81	60
2028	0	0	85	0	85	0	0	0	.0	2	4	.86	79	10.28	0	0	0	79	52
2029	0	0	83	0	83	0	0	0	.0	2	4	.90	76	10.47	0	0	0	76	45
2030	0	0	80	0	80	0	0	0	.0	2	4	.93	74	10.66	0	0	0	74	41
2031	0	0	78	0	78	0	0	0	.0	2	4	.97	71	10.85	0	0	0	71	36
2032	0	0	76	0	76	0	0	0	.0	3	4	1.01	69	11.05	0	0	0	69	32
2033	0	0	73	0	73	0	0	0	.0	3	4	1.05	67	11.25	0	0	0	67	28
2034	0	0	71	0	71	0	0	0	.0	3	4	1.09	65	11.46	0	0	0	65	24
2035	0	0	69	0	69	0	0	0	.0	3	3	1.14	63	11.66	0	0	0	63	22
2036	0	0	67	0	67	0	0	0	.0	3	3	1.19	61	11.87	0	0	0	61	19
2037	0	0	65	0	65	0	0	0	.0	3	3	1.24	59	12.00	0	0	0	59	17
2038	0	0	63	0	63	0	0	0	.0	3	3	1.30	57	12.28	0	0	0	57	15
SUB	0	0	1229	0	1229	0	0	0	.0	37	50		1135		0	0	0	1135	668
REM	150	0	1036	0	1036	0	0	0	.0	146	67		823		0	0	150	672	89
TOT	150	0	2265	0	2265	0	0	0	.0	183	125		1957		0	0	150	1807	757

===== NET PRESENT VALUE (-M\$-) =====

Discount Rate	.0%	5.0%	8.0%	10.0%	12.0%	15.0%	20.0%
FR After Roy & Oper.	1957	1098	869	756	677	585	481
Proc & Other Income	0	0	0	0	0	0	0
Capital Costs	0	0	0	0	0	0	0
Abandonment Costs	150	14	3	1	1	0	0
Future Net Revenue	1807	1085	861	757	676	585	481
===== COMPANY SHARE =====							
1st Year	Average	Royalties	Oper	FR After	Capital	Future	
% Interest	100.0	100.0					
% of Future Revenue			10	13.6	86.4	0	79.8

===== PROFITABILITY =====

COMPANY SHARE BASIS		Before Tax
Rate of Return (%)	.....	n/a
Profit Index (undisc.)	.....	n/a
(disc. @ 10.0%)	.....	n/a
(disc. @ 5.0%)	.....	n/a
First Payout (years)	.....	n/a
Total Payout (years)	.....	n/a
Cost of Finding (\$/BOE)	.....	n/a
NPV @ 10.0% (\$/MCF)	.....	4.36
NPV @ 5.0% (\$/MCF)	.....	6.25

TORRENTE CIGNO GAS CONCESSION
ONSHORE, ITALY
INDEX

Discussion

Property Description.....	70
Geology.....	70
Reserves.....	71
Production.....	71
Product Prices.....	72
Capital Expenditures.....	72
Operating Costs.....	72
Economics.....	72

Attachments

Figure 1: Land and Well Map.....	73
Table 1: Schedule of Lands, Interests and Royalty Burdens.....	74
Figure 2: Geological Maps and Figures	
a) Regional Geology.....	75
b) Stratigraphic Chart.....	76
c) Masseria Vincelli Structure.....	77
Table 2: Summary of Gross Reserves.....	78
<u>Summary of Gross Reserves and Reservoir Parameters</u>	
a) MV 1 – Proved and Proved Plus Probable Develop Producing.....	79
b) MV 1 and MV 2 – Proved Plus Probable.....	80
Figure 3: Production History Graph – Proved Developed Producing	
a) Production and Forecast Plot Summary of Decline Analysis)	81
Figure 4: Production History Graph – Proved Developed Producing	
a) Production and Forecast Plot Summary of Decline Analysis)	82
Table 3: Summary of Anticipated Capital Expenditures	
a) Development	83
b) Abandonment and Restoration.....	84
Table 4: Summary of Company Reserves and Economics.....	85
<u>Consolidated Cash Flows</u>	
a) Masseria Vincelli 1 – Proved Developed Producing.....	86
b) Total Proved Plus Probable.....	87
<u>Individual Cash Flows</u>	
c) Masseria Vincelli 1 – Proved Plus Probable Developed Producing.....	88
d) Hz Loc. Masseria Vincelli 2 – Probable Undeveloped.....	89

TORRENTE CIGNO GAS CONCESSION
ONSHORE ITALY
DISCUSSION

Property Description

The Company owns 45% working interest in the Torrente Cigno gas concession covering approximately 2,545 acres and located onshore Italy along the Adriatic coast. The Company owns a 100% working interest in an electrical generation facility which utilizes gas from wells in this concession. The partner's raw gas, including condensate, is purchased at the facility intake. This concession expires in 2029, but can be extended, in order to align with the Company's additional development plans.

A map showing the Torrente Cigno concession location is presented in Figure 1, and a description of the ownership is presented in Table 1.

Geology

The regional geology of Italy as shown in Figure 2a places the company's properties in the on-land shallow depths of the Apenninic Foredeep basin.

The Apennines are the consequences of the subduction of three types of lithosphere with different characteristics but pertaining to the same Adriatic plate.¹

1. In the north central Apennines, thin continental lithosphere at the surface in the foreland, and probably thinner at depth, occurs;
2. In the southern Apennines, thick continental lithosphere occurs in the foreland, whereas probably old oceanic lithosphere constitutes the slab at depth to the west (northern prologation of the Ionian Mesozoic basin);
3. In the southern sector, offshore Calabria, old oceanic Ionian lithosphere occurs both in the foreland and at depth.

¹ 'An Introduction To The Italian Geology' – Carlo Doglioni and Giovanni Flores, 1997

The Torrente Cigno exploration play has gas resources from a subcropping sequence of carbonates beneath a significant unconformity below the base Pliocene, as represented in the Stratigraphic Column of Figure 2b and as seen in the structure of Figure 2c.

Reserves

Total gross proved developed producing conventional non-associated marketable gas reserves of 359 MMscf have been estimated for the one producing gas well Masseria Vincelli 1. These estimates are based on volumetric analyses as presented in Table 2a.

Gross probable additional developed producing conventional non-associated marketable gas reserves of 1,439 MMscf have been estimated for the same MV1 well based on a volumetric analysis assuming an improved drainage area, as presented in Table 2a.

Probable undeveloped marketable gas reserves of 13,413 MMscf have been estimated for an offset horizontal well location (Masseria Vincelli 2) based on volumetric analysis based on reservoir parameters as shown in Table 2b. (This table reflects the reserves of the total accumulation.)

Production

The Masseria Vincelli 1 well is located in the southern part of Torrente Cigno concession. The MV1 well has been producing from the top of the Apulian platform carbonates belonging to or oligo-Miocene transgressive deposits. The well came into production during the month of October 2002.

The well Masseria Vincelli 1 was historically producing at a fairly constant rate of 482 Mscf/d into the Company's electrical generation facility until it was shut-in in 2020 for political reasons. The prospect was reactivated in June 2021 at the same production rate which is predicted to be constant for as long as the well is capable of maintaining operation of a single 1.4 MWh unit before commencing a decline.

The offset probable horizontal well location Masseria Vincelli 2 is expected to be drilled in 2024 and produce at a rate of 1,000 Mscf/d which will maintain the operation of the other three 1.4 MWh units at the electrical generation facility for a number of years. Later in life, as the well declines, non utilized units will be taken off line.

Product Prices

A net effective gas price for 2024 of \$12.91/Mscf has been established for this property based on the revenues generated from the electricity generation facility and correlated to the World Bank European gas price forecast. This price accounts for a deduction of \$0.84/Mscf off the total sales volume to account for the purchase of the partner's 55% share of the gas.

Capital Expenditures

Total capital expenditures of \$3,333,000 (\$1,500,000 net to the Company) have been estimated for the drilling, testing, completion, and tie-in of one new well, as presented in Table 3a.

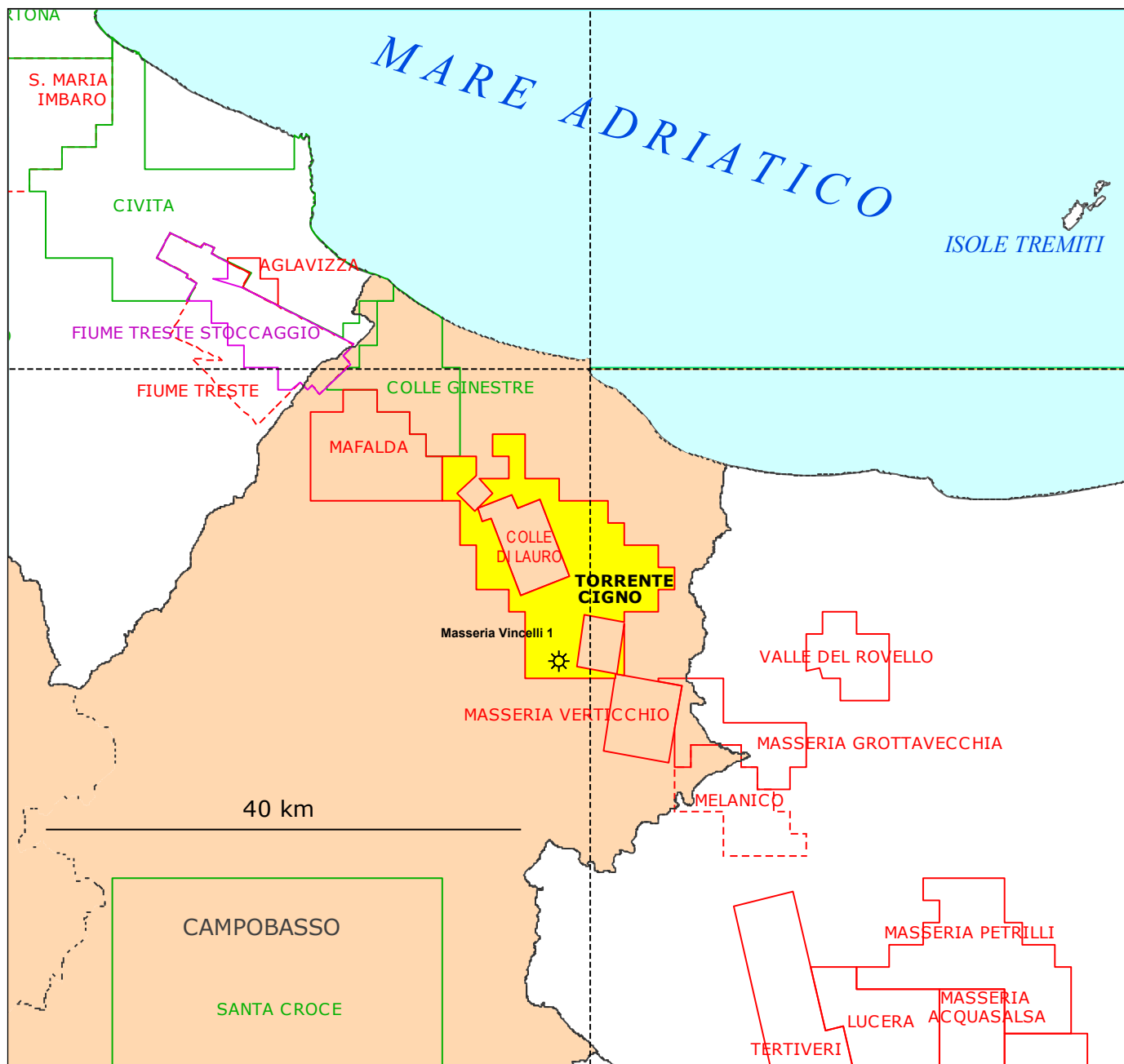
Total abandonment liabilities of \$114,000 (\$51,300 net to the Company) have been estimated based on a reasonable expectation for these types of wells. The abandonment and site reclamation costs are presented in Table 3b.

Operating Costs

Operating costs for the wells and facility combined have been estimated to be \$4,527 per well per month, net to the Company, since constant production rates are controlled, based on revenue and expense statements provided.

Economics

An economic summary is presented on Table 4 and the results of our economic analysis are presented on Tables 4a through 4d.



ZENITH ENERGY LTD.

**TORRENTE CIGNO
CONCESSION**

MOLISE REGION, ITALY

LAND AND WELL MAP

APR. 2024

JOB No. 7041 FIGURE No. 1

Table 1

**Schedule of Lands, Interests and Royalty Burdens
April 1, 2024**

Zenith Energy Ltd.

Torrente Cigno Concession, Onshore Italy

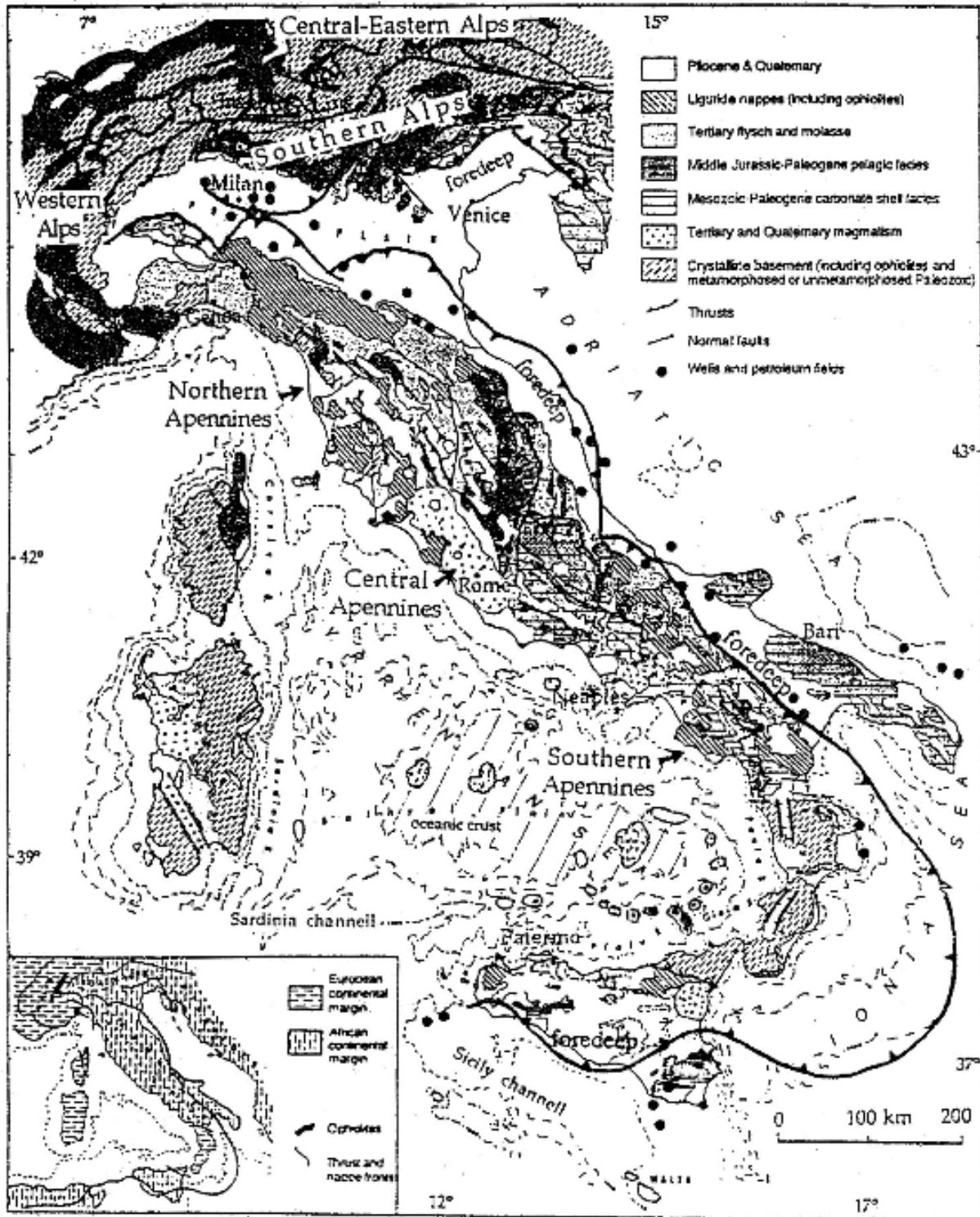
Description	Rights Owned	Gross Acres	Appraised Interest		Royalty Burdens	
			Working %	Royalty %	Basic %	Overriding %
Masseria Vincelli 1	[A]	2,545	45.0000	-	7.0000 [1]	-
Masseria Vincelli 2 (Location)						

General Notes : [1] If over 25 million cubic meters annually (882.9 MMCF)

[2] This gas is used for electrical generation from the Company's 100% owned facility and revenue from electricity sales is realized by the Company at 100%.

Rights Owned : [A] All P&NG.

This concession is scheduled to expire in 2029. An extension is expected to be granted to align with the Company's additional development plans.



Source: Doglioni and Flores, *An Introduction to the Italian Geology*, 1997

ZENITH ENERGY LTD.

ITALY

REGIONAL GEOLOGY

APR. 2024

JOB No. 7041 FIGURE No. 2a

System	Series	Stage	Age (Ma)
Quaternary	Pleistocene	Gelasian	younger
Neogene	Pliocene	Piacenzian	2.588–3.600
		Zanclean	3.600–5.332
	Miocene	Messinian	5.332–7.246
		Tortonian	7.246–11.608
		Serravallian	11.608–13.65
		Langhian	13.65–15.97
		Burdigalian	15.97–20.43
		Aquitania	20.43–23.03
Paleogene	Oligocene	Chattian	older

← GAS ZONE

← GAS ZONE

← GAS ZONE

↑
ZONE OF INTEREST

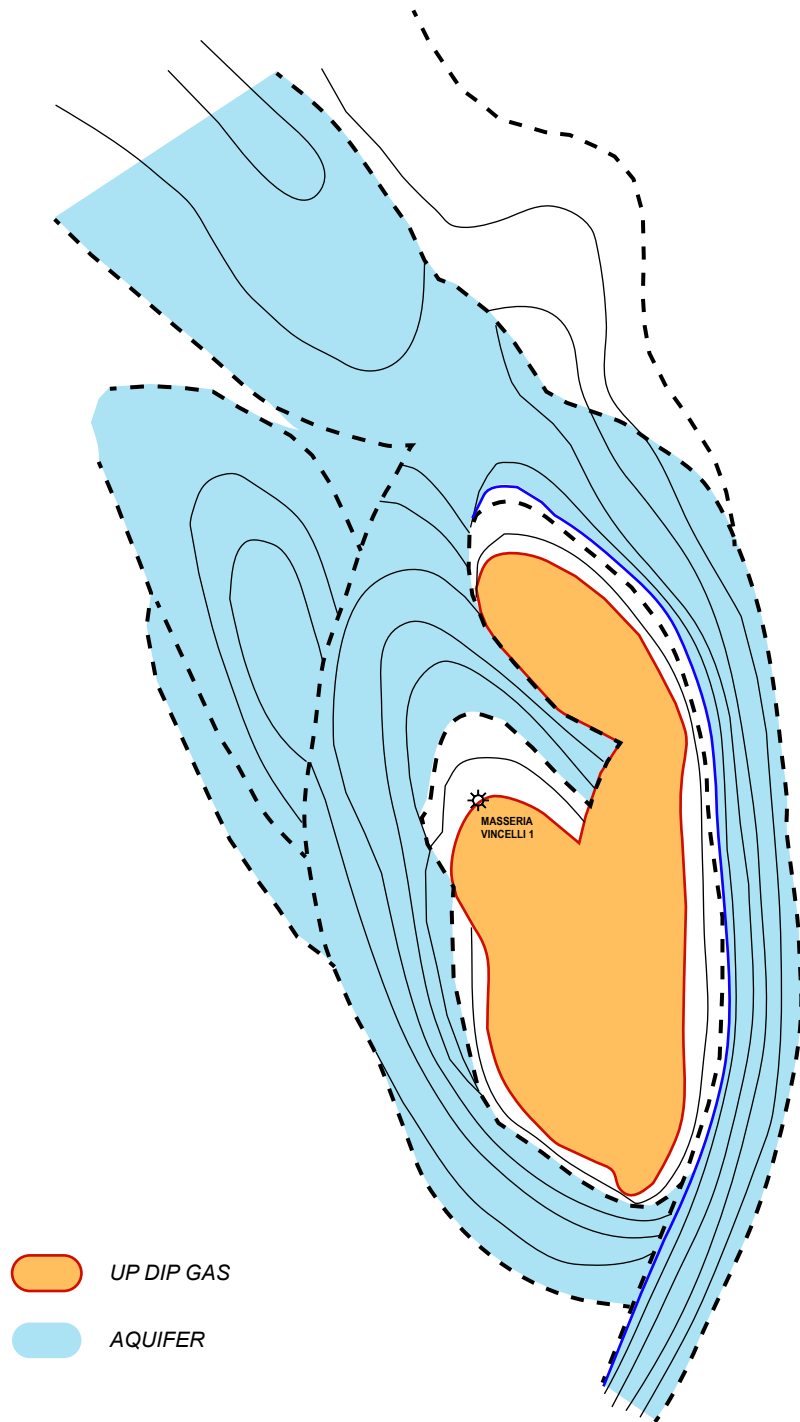
ZENITH ENERGY LTD.

ITALY

STRATIGRAPHIC CHART

APR. 2024

JOB No. 7041 FIGURE No. 2b



ZENITH ENERGY LTD.

**TORRENTE CIGNO
CONCESSION**

MOLISE REGION, ITALY

MASSERIA VINCELLI STRUCTURE

APR. 2024

JOB No. 7041 FIGURE No. 2c

Table 2

Summary of Gross Reserves
April 1, 2024

Zenith Energy Ltd.

Torrente Cigno Concession, Onshore Italy

Description		Current or						Reference
		Initial Rate	Ultimate RGIP	Cumulative Production	Remaining RGIP (raw)	Remaining RGIP (sales)	Remaining NGLs	
		Mscf/d	(MMscf)	(MMscf)	(MMscf)	(MMscf)	(MBbls)	
<u>Proved Developed Producing</u>								
Torrente Cigno Concession	Masseria Vincelli 1	478	3,100	2,714	386	359	0	Fig 3a & Table 2a
Total Proved			3,100	2,714	386	359	0	
<u>Probable Developed Producing</u>								
Torrente Cigno Concession	Masseria Vincelli 1 (Incr.)		1,547	0	1,547	1,439	0	Fig 4a & Table 2a
<u>Probable Undeveloped</u>								
Torrente Cigno Concession	HZ Loc. Masseria	Mar-26 1,000	14,423	0	14,423	13,413	0	Table 2b
Total Probable			15,970	0	15,970	14,852	0	
Total Proved Plus Probable			19,070	2,714	16,356	15,211	0	

Table 2a

SUMMARY OF GROSS RESERVES AND RESERVOIR PARAMETERS
April 1, 2024

Torrente Cigno, Italy

	MV-1	
	Apullian Carbonates (1)	
	Proved	Proved
	Developed Producing	Plus Probable
<hr/>		
PRODUCT TYPE		
Non-Associated Gas		
RESERVOIR PARAMETERS		
Reservoir Pressure, psia	2,946	2,946
Reservoir Temperature, deg F	134	134
Average Porosity, %	15.0	15.0
Average Water Saturation, %	30.0	30.0
Compressibility Factor, Z	0.798	0.798
Petroleum Initially-in-Place, Mscf/ac.ft	1009.0	1008.5
Reservoir Loss, %	40.0	40.0
Surface Loss, %	7.0	7.0
RESERVES		
Net Pay, feet	32.0	32.0
Area, acres	160	240
Petroleum Initially-in-Place, MMscf	5,166	7,745
Reserves Initially-in-Place, MMscf	3,100	4,647
Cumulative Production, MMscf	2,714	2,714
Remaining Raw Reserves, MMscf	386	1,933
Remaining Marketable Reserves, MMscf	359	1,798

Note: (1) Interval 2240.0 - 2255.0 m KB.

Table 2b

SUMMARY OF GROSS RESERVES AND RESERVOIR PARAMETERS
April 1, 2024

Torrente Cigno, Italy

	Total Proved plus Probable MV1 & MV2 Apullian Carbonate (1)
<hr/>	
PRODUCT TYPE	
Non-Associated Gas	
RESERVOIR PARAMETERS	
Reservoir Pressure, psia	2,946
Reservoir Temperature, deg F	134
Average Porosity, %	15.0
Average Water Saturation, %	30.0
Compressibility Factor, Z	0.798
Petroleum Initially-in-Place, Mscf/ac.ft	1009.0
Reservoir Loss, %	40.0
Surface Loss, %	7.0
RESERVES	
Net Pay, feet	70.0
Area, acres	450
Petroleum Initially-in-Place, MMscf	31,784
Reserves Initially-in-Place, MMscf	19,070
Cumulative Production, MMscf	2,714
Remaining Raw Reserves, MMscf	16,356
Remaining Marketable Reserves, MMscf	15,211

Note: (1) Interval 2240.0 - 2255.0 m KB.

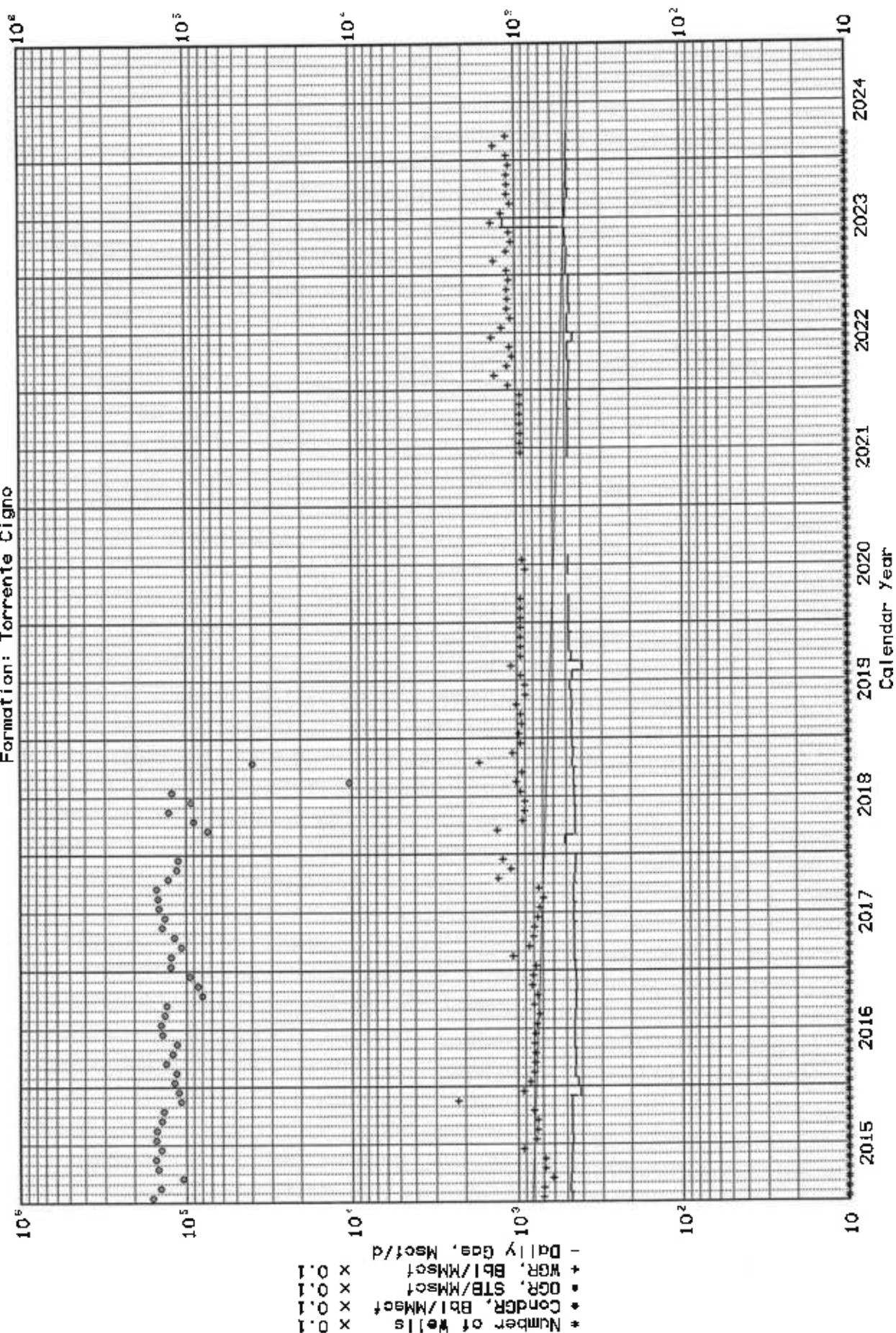
Proved Developed Producing

PRODUCTION HISTORY

Torrente Cigno (producing)

Field: Torrente Cigno

Formation: Torrente Cigno



* Number of Wells
 * CondGR, Bbl/Mscf
 * OGR, STB/Mscf
 * WGR, Bbl/Mscf
 * Daily Gas, Mscf/d

PROVED PLUS PROBABLE

PRODUCTION HISTORY

Torrente Cigno (producing)

Field: Torrente Cigno

Formation: Torrente Cigno

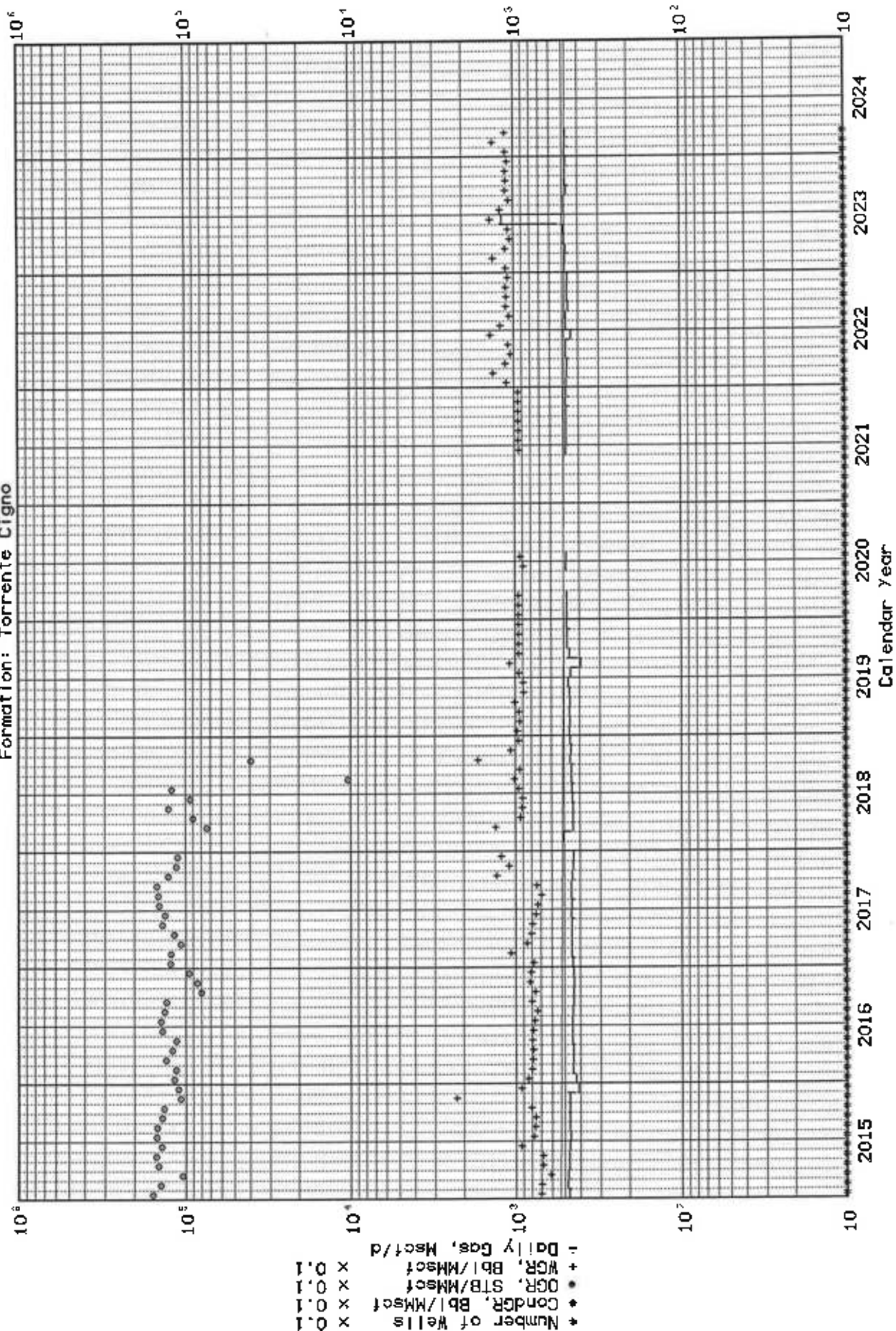


Table 3a

**Summary of Anticipated Capital Expenditures
Development**

April 1, 2024

Zenith Energy Ltd.

Torrente Cigno Concession, Onshore Italy

Description	Date	Operation	Capital Interest %	Gross Capital M\$	Net Capital M\$
<u>Probable</u>					
Loc. Masseria Vincelli 2	Mar-26	Horizontal drilling, testing, completion, and tie-in	45.0000	3,333	1,500
Total Probable				3,333	1,500

Note: **M\$ means thousands of United States dollars.**

The above capital values are expressed in terms of current dollar values without escalation.

Unless details are known, drilling costs have been split 70% Intangible and 30% Tangible for tax purposes

Table 3b
Summary of Anticipated Capital Expenditures
Abandonment and Restoration

April 1, 2024

Zenith Energy Ltd.

Torrente Cigno Concession, Onshore Italy

Description	Well Parameters	Capital Interest %	Gross Capital M\$	Net Capital M\$
Torrente Cigno Field	Abandon 1 gas well MV1, reclaim the land	45.0000	57	26
Torrente Cigno Field	Abandon 1 gas well MV2, reclaim the land	45.0000	57	26
Total Abandonment and Restoration			114	51

Note: **M\$ means thousands of United States dollars.**

The above capital values are expressed in terms of current dollar values without escalation.

Table 4
Summary of Company Reserves and Economics
Before Income Tax
April 1, 2024
Zenith Energy Ltd.
Torrente Cigno Concession, Italy

Forecast Prices & Costs

Description			Net To Appraised Interest										
			Reserves						Cumulative Cash Flow (BIT) - MUS\$				
			Light and Medium Oil		Conventional Natural gas		NGL						
			MSTB		MMscf		Mbbbls		Discounted at:				
			Gross	Net	Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year
Proved Developed Producing													
Masseria Vincelli-1	Apulian Carbonate		0	0	359	359	0	0	4,619	4,354	4,120	3,911	3,725
Total Proved Developed Producing			0	0	359	359	0	0	4,619	4,354	4,120	3,911	3,725
Probable													
Probable Developed Producing													
Masseria Vincelli-1	Apulian Carbonate	Incr	0	0	1,439	1,439	0	0	39,532	27,692	20,039	14,926	11,406
Total Probable Developed Producing			0	0	1,439	1,439	0	0	39,532	27,692	20,039	14,926	11,406
Probable Undeveloped													
HZ Loc. Masseria Vincelli-2	Apulian Carbonate		0	0	13,413	13,413	0	0	544,637	193,474	95,248	56,772	37,931
Total Probable Undeveloped			0	0	13,413	13,413	0	0	544,637	193,474	95,248	56,772	37,931
Total Probable			0	0	14,852	14,852	0	0	584,169	221,166	115,287	71,698	49,337
Total Proved Plus Probable			0	0	15,211	15,211	0	0	588,788	225,520	119,407	75,609	53,062

MUS\$ means thousands of United States dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Columns may not add precisely due to accumulative rounding of values throughout the report.

Table 4a

EVALUATION OF: Torrente Cigao Concession - Proved Developed Producing

PRGO v7.43 P2 ENERGY SOLUTIONS PAGE 1
GLOBAL : 22-MAY-2024 7041
LFF:01-APR-2024 DISC:01-APR-2024 PROD:01-APR-2024
RUN DATE: 10-JUN-2024 TIME: 14:27
FILE: GICPP1.DAX

WELL/LOCATION : Messeria Vincelli-1
EVALUATED BY :
COMPANY EVALUATED : Company Name
APPRAISAL FOR :
PROJECT : FORECAST PRICES & COSTS

TRACT FACTOR : 100.0000 %
ULT POOL RESERVES : 386 MMCF
PRODUCTION TO DATE : N/A
DECLINE INDICATOR : EXPONENTIAL
TOTAL ABANDONMENT : 27 -M\$- (2026)

INTEREST

AVC @ 100.0000%

ROYALTIES/TAXES

STATE

Year	Sales Gas MCF						
	# of Wells	Price \$/MCF	Pool		Company Share		Net
			MCF/D	Vol	Gross	Net	
2024	1	12.91	444.5	122	122	122	
2025	1	14.59	444.5	162	162	162	
2026	1	16.48	204.0	74	74	74	
SUB				359	359	359	
REM				0	0	0	
TOT				359	359	359	

- P/T = COMPANY SHARE FUTURE NET REVENUE

Year	Capital Aband Costs -M\$-	Future Revenue (FR)				Royalties				Operating Costs			PR After Roy&Oper -M\$-	Net Back \$/MCF	Prod & Other Income -M\$-	Cap'l Costs -M\$-	Aband Costs -M\$-	Future Net Rev	
		Oil -M\$-	SaleGas -M\$-	Products -M\$-	Total -M\$-	State -M\$-	Other -M\$-	Mineral -M\$-	-t-	Fixed -M\$-	Variable -M\$-	\$/MCF						Modisc -M\$-	10.0% -M\$-
2024	0	0	1578	0	1578	0	0	0	.0	41	135	1.44	1402	11.47	0	0	0	1402	1352
2025	0	0	2367	0	2367	0	0	0	.0	55	183	1.47	2129	13.12	0	0	0	2129	1889
2026	27	0	1227	0	1227	0	0	0	.0	26	86	1.50	1116	14.99	0	0	27	1089	978
SUB	27	0	5173	0	5173	0	0	0	.0	122	405		4646		0	0	27	4619	4120
REM	0	0	0	0	0	0	0	0	.0	0	0		0		0	0	0	0	0
TOT	27	0	5173	0	5173	0	0	0	.0	122	405		4646		0	0	27	4619	4120

NET PRESENT VALUE (-M\$-)

Discount Rate	.0%	5.0%	8.0%	10.0%	12.0%	15.0%	20.0%
PR After Roy & Oper	4546	4378	4232	4141	4054	3931	3742
Prod & Other Income	0	0	0	0	0	0	0
Capital Costs	0	0	0	0	0	0	0
Abandonment Costs	27	24	23	22	21	19	18
Future Net Revenue	4519	4354	4210	4120	4034	3911	3725

COMPANY SHARE						
1st Year	Average	Royalties	Oper Costs	PR After Roy&Oper	Capital Costs	Future Net Rev
% Interest	100.0	100.0	.0	10.2	89.8	.0
% of Future Revenue						89.3

PROFITABILITY

COMPANY SHARE BASIS		Before Tax
Rate of Return (%)	.....	n/a
Profit Index (undisc.)	.....	n/a
(disc. @ 10.0%)	.....	n/a
(disc. @ 5.0%)	.....	n/a
First Payout (years)	.....	n/a
Total Payout (years)	.....	n/a
Cost of Finding (\$/BOE)	.....	n/a
NPV @ 10.0% (\$/MCF)	.....	11.40
NPV @ 5.0% (\$/MCF)	.....	12.13

Table 4b

EVALUATION OF: Torrente Cigno Concession, Italy
 ----- Total Proved Plus Probable acres.

ERBO v7.43 P2 ENERGY SOLUTIONS
 GLOBAL : 22-MAY-2024 7041
 EMP:01-APR-2024 DISC:01-APR-2024
 RUN DATE: 10-JUN-2024 TIME: 14:53
 FILE:

EVALUATED BY -
 COMPANY EVALUATED - Company Name
 APPRAISAL FOR -
 PROJECT - FORMER PRICES & COSTS

TOTAL CAPITAL COSTS - 1500 -M\$-
 TOTAL ABANDONMENT - 100 -M\$-

		Sales Gas		Pool		Company Share	
		MUCF		MUCF/D		Gross Net	
Year	# of Wells	Price \$/MCF		Vol			
2024	1	12.91	452.9	125	125	125	
2025	2	14.59	1232.6	450	450	450	
2026	2	16.48	1382.9	505	505	505	
2027	2	18.63	1382.9	505	505	505	
2028	2	21.05	1382.9	505	505	505	
2029	2	23.79	1382.9	505	505	505	
2030	2	26.88	1382.9	505	505	505	
2031	2	30.37	1382.9	505	505	505	
2032	2	34.32	1382.9	505	505	505	
2033	2	38.78	1315.5	480	480	480	
2034	2	43.82	1206.9	441	441	441	
2035	2	44.70	1120.0	412	412	412	
2036	2	48.59	1029.4	376	376	376	
2037	1	46.51	930.0	339	339	339	
2038	1	47.44	930.0	339	339	339	
SUB				6495	6495	6495	
REM				8716	8716	8716	
TOT				15211	15211	15211	

- E/T -

COMPANY SHARE FUTURE NET REVENUE

Year	Capital Aband Costs -M\$-	Future Revenue (FR)				Royalties				Operating Costs			PR After Roy&Oper -M\$-	Net back \$/BOE	Process Other Income -M\$-	Cap'l Costs -M\$-	Aband Costs -M\$-	Future Net Rev	
		Oil -M\$-	Gas -M\$-	Products -M\$-	Total -M\$-	Crown -M\$-	Other -M\$-	Mineral -M\$-	Lease -M\$-	Fixed -M\$-	Variable -M\$-	\$/BOE						Undisc -M\$-	10.0% -M\$-
2024	1500	0	1698	0	1698	0	0	0	0	41	138	14.36	1429	114.74	0	1500	0	-71	-69
2025	0	0	6564	0	6564	0	0	0	0	102	508	13.56	5954	132.34	0	0	0	5954	5283
2026	0	0	8318	0	8318	0	0	0	0	113	582	13.76	7624	151.04	0	0	0	7624	6150
2027	0	0	9404	0	9404	0	0	0	0	115	593	14.04	8695	172.26	0	0	0	8695	6377
2028	0	0	10623	0	10623	0	0	0	0	118	605	14.32	9903	196.18	0	0	0	9903	6602
2029	0	0	12008	0	12008	0	0	0	0	120	617	14.60	11271	223.30	0	0	0	11271	6831
2030	0	0	13568	0	13568	0	0	0	0	122	630	14.90	12816	253.90	0	0	0	12816	7052
2031	0	0	15330	0	15330	0	0	0	0	125	642	15.19	14563	288.51	0	0	0	14563	7285
2032	0	0	17323	0	17323	0	0	0	0	127	655	15.50	16541	327.70	0	0	0	16541	7532
2033	0	0	18621	0	18621	0	0	0	0	130	636	15.94	17856	371.86	0	0	0	17856	7392
2034	0	0	19303	0	19303	0	0	0	0	132	595	16.31	18576	421.69	0	0	0	18576	6991
2035	0	0	18418	0	18418	0	0	0	0	135	567	17.05	17715	429.95	0	0	0	17715	6061
2036	33	0	17129	0	17129	0	0	0	0	114	528	17.09	16487	438.81	0	0	33	16454	5118
2037	0	0	15788	0	15788	0	0	0	0	70	486	16.40	15231	448.70	0	0	0	15231	4307
2038	0	0	16104	0	16104	0	0	0	0	72	496	16.73	15536	457.67	0	0	0	15536	3993
SUB	1532	0	200111	0	200111	0	0	0	0	1637	8278		190197		0	1500	33	188664	86926
REM	68	0	421765	0	421765	0	0	0	0	3528	13047		400191		0	0	68	400124	32480
TOT	1600	0	621877	0	621877	0	0	0	0	5164	26324		590388		0	1500	100	608788	119407

NET PRESENT VALUE (-M\$-)							
Discount Rate	0%	5.0%	8.0%	10.0%	12.0%	15.0%	20.0%
PR After Roy & Oper.	590388	227017	151234	120864	99331	77038	54466
Proc & Other Income	0	0	0	0	0	0	0
Capital Costs	1500	1473	1457	1447	1437	1423	1400
Abandonment Costs	100	21	24	11	8	6	3
Future Net Revenue	588788	225520	149763	119407	97885	75609	53062

COMPANY SHARE							
1st Year	Average	Royalties	Oper Costs	PR After Roy&Oper	Capital Costs	Future Net Rev	
% Interest	100.0	100.0	0	5.1	94.9	2	94.7
% of Future Revenue							

PROFITABILITY		Before Tax
COMPANY SHARE BASIS		
Rate of Return (%)		599.9
Profit Index (undisc.)		368.0
(disc. @ 10.0%)		81.9
(disc. @ 5.0%)		150.7
First Payoff (years)		.8
Total Payoff (years)		.8
Cost of Finding (\$/BOE)		1.05
NPV @ 10.0% (\$/BOE)		76.50
NPV @ 5.0% (\$/BOE)		148.26

Table 4c

EVALUATION OF: Turrisio Cigno Concession - Proved Plus Probable Developed Producing

ESG0 V7.43 P2 ENERGY SOLUTIONS PAGE 1
 CIGAL : 22-MAY-2024 7041
 RFP: 01-APR-2024 UISC: 01-APR-2024 PROD: 01-APR-2024
 RUN DATE: 10-JUN-2024 TIME: 14:36
 FILE: @CMA1.DAI

WELL/LOCATION - Masseria Vincoli-1
 EVALUATED BY -
 COMPANY EVALUATED - Company Name
 APPRAISED FOR -
 PROJECT - FUTURE PRICES & COSTS

TRACT FACTOR - 100.0000 %
 GIL POOL RESERVES - 1933 MCF
 PRODUCTION TO DATE - N/A
 DECLINE INDICATOR - EXPONENTIAL
 TOTAL ABANDONMENT - 33 -M\$- (2036)

INTEREST

AVE NI 100.0000%

ROYALTIES/TAXES

STATE

Year	# of Wells	Price \$/MCF	Sales Gas MCF		Pool		Company Share	
			MCF/D	Vol	Gross	Net	Gross	Net
2024	1	12.91	452.9	125	125	125		
2025	1	11.59	452.9	165	165	165		
2026	1	16.48	452.9	165	165	165		
2027	1	18.63	452.9	165	165	165		
2028	1	21.05	452.9	165	165	165		
2029	1	23.79	452.9	165	165	165		
2030	1	26.88	452.9	165	165	165		
2031	1	30.37	452.9	165	165	165		
2032	1	34.32	452.9	165	165	165		
2033	1	38.78	385.6	141	141	141		
2034	1	43.82	276.9	101	101	101		
2035	1	44.70	198.8	73	73	73		
2036	1	45.59	99.4	36	36	36		
SUB				1798	1798	1798		
REM				0	0	0		
TOT				1798	1798	1798		

= F/T =

COMPANY SHARE FUTURE NET REVENUE

Year	Capital & Aband Costs -M\$-	Future Revenue (FR)				Royalties				Operating Costs			FR After Roy & Oper -M\$-	Net back \$/MCF	Procs & Other Income -M\$-	Cap'l Costs -M\$-	Aband Costs -M\$-	Future Net Rev	
		Oil -M\$-	Sales Gas -M\$-	Products -M\$-	Total -M\$-	State -M\$-	Other -M\$-	Mineral -M\$-	-M\$-	Fixed -M\$-	Variable -M\$-	\$/MCF						Undisc -M\$-	10.0% -M\$-
2024	0	0	1608	0	1608	0	0	0	0	41	138	1.44	1429	11.47	0	0	0	1429	1379
2025	0	0	2412	0	2412	0	0	0	0	55	187	1.46	2170	13.13	0	0	0	2170	1925
2026	0	0	2724	0	2724	0	0	0	0	57	190	1.48	2477	14.99	0	0	0	2477	1999
2027	0	0	3080	0	3080	0	0	0	0	58	194	1.52	2828	17.11	0	0	0	2828	2074
2028	0	0	3490	0	3490	0	0	0	0	59	198	1.55	3223	19.50	0	0	0	3223	2149
2029	0	0	3933	0	3933	0	0	0	0	60	202	1.59	3671	22.20	0	0	0	3671	2323
2030	0	0	4412	0	4412	0	0	0	0	61	206	1.62	4176	25.26	0	0	0	4176	2302
2031	0	0	5021	0	5021	0	0	0	0	62	210	1.65	4748	28.72	0	0	0	4748	2378
2032	0	0	5674	0	5674	0	0	0	0	64	215	1.68	5395	32.64	0	0	0	5395	2457
2033	0	0	6458	0	6458	0	0	0	0	65	186	1.78	5306	37.00	0	0	0	5306	2155
2034	0	0	4423	0	4423	0	0	0	0	66	136	2.01	4226	41.81	0	0	0	4226	1590
2035	0	0	3244	0	3244	0	0	0	0	68	100	2.31	3077	42.39	0	0	0	3077	1053
2036	33	0	1653	0	1653	0	0	0	0	45	51	2.66	1557	42.93	0	0	33	1524	474
SUB	33	0	47159	0	47159	0	0	0	0	761	2214		44183		0	0	33	44151	24159
REM	0	0	0	0	0	0	0	0	0	0	0		0		0	0	0	0	0
TOT	33	0	47159	0	47159	0	0	0	0	761	2214		44183		0	0	33	44151	24159

NET PRESENT VALUE (-M\$-)

Discount Rate	0%	5.0%	8.0%	10.0%	12.0%	15.0%	20.0%
FR After Roy & Oper.	44183	32064	26947	24159	21795	18843	15135
Procs & Other Income	0	0	0	0	0	0	0
Capital Costs	0	0	0	0	0	0	0
Abandonment Costs	33	18	13	10	8	6	3
Future Net Revenue	44151	32046	26934	24159	21787	18837	15131

COMPANY SHARE

	1st Year	Average	Royalties	Oper Costs	FR After Roy & Oper	Capital Costs	Future Net Rev
% Interest	100.0	100.0	0	6.3	93.7	0	93.6
% of Future Revenue							

PROFITABILITY

COMPANY SHARE BASIS		Before Tax
Rate of Return (%)	.....	n/a
Profit Index (undisc.)	.....	n/a
Profit Index (disc. @ 10.0%)	.....	n/a
(disc. @ 5.0%)	.....	n/a
First Payout (years)	.....	n/a
Total Payout (years)	.....	n/a
Cost of FindLog (\$/BOE)	.....	n/a
NPV @ 10.0% (\$/MCF)	.....	13.14
NPV @ 5.0% (\$/MCF)	.....	17.83

Table 4a

EVALUATION OF: Torrance Cigno Concession - Probable Undeveloped

10460 v7.43 P2 ENERGY SOLUTIONS PAGE 1
GLOBAL : 22-MAY-2024 7041
RFF:01-APR-2024 DISC:01-APR-2024 PROD:01-MAR-2025
RUN DATE: 10-JUN-2024 TIME: 14:26
FILE: GTCRES.DAT

WELL/LOCATION - R2 Loc. Massaria Vincelli-2 (Agullian Carbonate)
EVALUATED BY -
COMPANY EVALUATED - Company Name
APPRAISAL FOR -
PROJECT - FORECAST PRICES & COSTS

TRACT FACTOR - 100.0000 %
ULT POOL RESERVES - 14423 MCF
PRODUCTION TO DATE - N/A
DECLINE INDICATOR - ZERO-POTENTIAL
TOTAL CAPITAL COSTS - 1500 -M\$-
TOTAL ABANDONMENT - 68 -M\$- (2073)

INTEREST

AVG W 100.0000%

ROYALTIES/TAXES

STATE

Year	# of Wells	Price \$/MCF	Sales Gas MCF		Pool		Company Share	
			MCF/D	Vol	Gross	Net	Gross	Net
2024	0	12.91	0	0	0	0	0	0
2025	1	14.59	930.0	205	285	285		
2026	1	16.46	930.0	339	339	339		
2027	1	18.63	930.0	339	339	339		
2028	1	21.05	930.0	339	339	339		
2029	1	23.79	930.0	339	339	339		
2030	1	26.86	930.0	339	339	339		
2031	1	30.37	930.0	339	339	339		
2032	1	34.32	930.0	339	339	339		
2033	1	38.73	930.0	339	339	339		
2034	1	43.82	930.0	339	339	339		
2035	1	44.70	930.0	339	339	339		
2036	1	45.59	930.0	339	339	339		
2037	1	46.51	930.0	339	339	339		
2038	1	47.44	930.0	339	339	339		
SUB				4697	4697	4697		
REM				8716	8716	8716		
TOT				13413	13413	13413		

- P/T -

COMPANY SHARE FUTURE NET REVENUE

Year	Capital Spend Costs -M\$-	Future Revenues (M\$)				Royalties				Operating Costs			PR after Roy&Oper -M\$-	Net back \$/MCF	Proc& Other Income -M\$-	Cap'l Costs -M\$-	Aband Costs -M\$-	Future Net Rev	
		Oil -M\$-	SalesGas -M\$-	Products -M\$-	Total -M\$-	State -M\$-	Other -M\$-	Mineral -M\$-	%	Fixed -M\$-	Variable -M\$-	\$/MCF						Undisc -M\$-	10.0% -M\$-
2024	1500	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	1500	0	-1500	-1447
2025	0	0	4152	0	4152	0	0	0	0	46	321	1.29	3784	13.30	0	0	0	3784	3358
2026	0	0	5594	0	5594	0	0	0	0	57	391	1.32	5146	15.16	0	0	0	5146	4152
2027	0	0	6324	0	6324	0	0	0	0	59	399	1.35	5867	17.28	0	0	0	5867	4303
2028	0	0	7145	0	7145	0	0	0	0	59	407	1.37	6680	19.68	0	0	0	6680	4453
2029	0	0	8076	0	8076	0	0	0	0	60	415	1.40	7600	22.39	0	0	0	7600	4607
2030	0	0	9124	0	9124	0	0	0	0	61	423	1.43	8640	25.45	0	0	0	8640	4761
2031	0	0	10309	0	10309	0	0	0	0	62	432	1.46	9845	28.91	0	0	0	9845	4916
2032	0	0	11650	0	11650	0	0	0	0	64	440	1.49	11146	32.83	0	0	0	11146	5076
2033	0	0	13164	0	13164	0	0	0	0	65	449	1.51	12650	37.27	0	0	0	12650	5237
2034	0	0	14875	0	14875	0	0	0	0	66	458	1.55	14350	42.27	0	0	0	14350	5401
2035	0	0	15173	0	15173	0	0	0	0	66	467	1.58	14638	43.12	0	0	0	14638	5508
2036	0	0	15476	0	15476	0	0	0	0	69	477	1.61	14930	43.98	0	0	0	14930	4644
2037	0	0	15788	0	15788	0	0	0	0	70	486	1.64	15231	44.87	0	0	0	15231	4307
2038	0	0	16104	0	16104	0	0	0	0	72	495	1.67	15536	45.77	0	0	0	15536	3893
SUB	1500	0	152953	0	152953	0	0	0	0	876	6064		146014		0	1500	0	144514	62763
REM	68	0	421765	0	421765	0	0	0	0	3528	18047		400191		0	0	68	400123	12480
TOT	1568	0	574718	0	574718	0	0	0	0	4404	24110		546205		0	1500	68	544637	75243

NET PRESENT VALUE (-M\$-)

Discount Rate	0%	5.0%	8.0%	10.0%	12.0%	15.0%	20.0%
PR After Roy & Oper.	516345	194953	124288	96695	77536	58195	39331
Proc & Other Income	0	0	0	0	0	0	0
Capital Costs	1500	1473	1457	1447	1437	1423	1400
Abandonment Costs	68	6	2	1	0	0	0
Future Net Revenue	544637	193474	122829	95348	76096	56772	37931

COMPANY SHARE

	1st Year	Average	Royalties	Oper Costs	PR After Roy & Oper	Capital Costs	Future Net Rev
% Interest	100.0	100.0	0	5.0	95.0	3	94.8
% of Future Revenue							

PROFITABILITY

COMPANY SHARE BASIS		Before Tax
Rate of Return (%)		331.5
Profit Index (undisc.)		347.4
(disc. @ 10.0%)		65.0
(disc. @ 5.0%)		130.8
First Payout (years)		1.1
Total Payout (years)		1.2
Cost of Finding (\$/BOE)		1.17
NPV @ 10.0% (\$/MCF)		7.10
NPV @ 5.0% (\$/MCF)		14.42



ZENITH ENERGY LTD.	
COMPANY CONCESSIONS	
TUNISIA	
ORIENTATION MAP	
APR. 2024	JOB No. 7041

EXECUTIVE SUMMARY

This Executive Summary presents an overview of the Company's properties and results of the evaluation and, in particular, addresses the information required by the European Securities and Markets Authority (ESMA), Section 132.

- (a) Details of the reserves being evaluated have been established under COGEH (NI 51-101) standards are presented with their associated net present values on the attached Table 1 in the Summary and repeated on Table 4 in the Discussion of each of the two properties in the report. The production and cash flow analyses are presented in Tables 4a, 4b and 4c, for the Proved Developed Producing and Proved Plus Probable Developed Producing and Proved Plus Probable Reserves, respectively, for each property.
- (b) The anticipated project life of these overall properties based on the established Proved Plus Probable Reserves is 10 to 12 years.
- (c) The Company a 100% working interest in the El Bibane and Robbana Concessions, which are located in the Jaffara Basin on coastal Tunisia. Robbana, is onshore and El Bibane is 18 km offshore. The El Bibane concession covers 56,340 acres (228 Km²), and Robbana covers 11,861 acres (48 km²). The combined fields contain 4 active wells. The Block is governed under a fiscal regime, the terms of which are presented in Table 1 in the Discussion of each property.
- (d) These concessions are located onshore and offshore as described above, in a highly developed oil and gas region in Tunisia. The oil fields produce from the Cretaceous and Jurassic formations and are generally pipeline connected to major facilities for sales. Gas is used in the operations and in some cases reinjected, but once exploited can be marketed to a local electricity generation facility.
- (e) The results of this evaluation are based on facts and assumptions typical of this type of engagement. It should be noted that under COGEH Section 7.8.2 evaluations are conducted without consideration of the availability of capital for funding the scheduled development. The product price forecasts used for this evaluation, shown in Attachment 1, are based on history and analysis and reflect the industry consensus as of the effective date of the report, however variations may occur and the variations could be material.

Attachment 1

**CHAPMAN HYDROGEN AND PETROLEUM ENGINEERING LTD.
INTERNATIONAL CRUDE OIL and NATURAL GAS
HISTORICAL, CONSTANT, CURRENT AND FUTURE PRICES**

April 1, 2024

Date	WTI [1] \$US/STB	Brent Spot (ICE)[2] \$US/STB	Europe Natural Gas[3] \$US/MMBTU	Henry Hub Gas[4] \$US/MMBTU	Exchange Rate \$CDN/\$US	Condensate \$US/BBL
HISTORICAL PRICES						
2012	94.05	111.63	11.47	2.75	1.00	N/A
2013	97.98	108.56	11.79	3.73	0.97	N/A
2014	93.12	99.43	10.05	4.35	0.91	N/A
2015	48.69	53.32	6.82	2.76	0.78	N/A
2016	43.17	45.06	4.56	2.50	0.76	N/A
2017	50.86	54.75	5.72	2.96	0.77	N/A
2018	64.92	71.64	7.68	3.18	0.77	N/A
2019	57.00	64.11	4.80	2.57	0.75	N/A
2020	39.54	43.40	3.24	2.02	0.75	N/A
2021	67.89	70.39	16.12	3.91	0.80	N/A
2022	94.73	100.62	40.73	6.45	0.77	N/A
2023	77.59	82.49	13.11	2.59	0.74	N/A
2024 3 mos.	77.54	82.97	8.75	2.29	0.74	N/A

CONSTANT PRICES (The average of the first-day-of-the-month price for the preceding 12 months-SEC)

77.68	82.44	N/A	2.37	0.74	N/A
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FORECAST PRICES

2024 9 mos.	78.00	84.00	9.50	2.53	0.75	84.00
2025	76.50	81.00	10.50	3.49	0.75	81.00
2026	76.50	81.33	10.50	4.13	0.76	81.33
2027	77.46	82.12	10.50	4.22	0.76	82.12
2028	79.01	83.76	10.50	4.30	0.76	83.76
2029	80.59	85.44	10.50	4.39	0.76	85.44
2030	82.20	87.15	10.50	4.48	0.76	87.15
2031	83.84	88.89	10.50	4.57	0.76	88.89
2032	85.52	90.67	10.50	4.66	0.76	90.67
2033	87.23	92.48	10.50	4.75	0.76	92.48
2034	88.98	94.33	10.50	4.84	0.76	94.33
2035	90.75	96.22	10.50	4.94	0.76	96.22
2036	92.57	98.14	10.50	5.04	0.76	98.14
2037	94.42	100.10	10.50	5.14	0.76	100.10
2038	96.31	102.10	10.50	5.24	0.76	102.10
2039	98.24	104.15	10.50	5.35	0.76	104.15

Escalated 2% thereafter

- Notes:
- [1] West Texas Intermediate quality (D2/S2) crude (40API) landed in Cushing, Oklahoma.
(Actual WTI strip oil prices are: \$US80.55/STB in 2024; \$US74.53/STB in 2025; \$US70.20/STB in 2026)
 - [2] The Brent Spot price is estimated based on historic data.
(Actual Brent strip oil prices are: \$US84.30/STB in 2024; \$US79.31/STB in 2025; \$US75.31/STB in 2026)
 - [3] World Bank Commodities Price Forecast (nominal US dollars) - April 2024 - forecasts (1st two yrs.), then future estimate.
 - [4] Henry Hub Spot is natural gas traded on the New York Mercantile Exchange (NYMEX).
(Actual Henry Hub strip gas prices are: \$US2.53/MMBTU in 2024; \$US3.49/MMBTU in 2025 and \$US4.13/MMBTU in 2026)..

SUMMARY OF COMPANY RESERVES AND ECONOMICS

INDEX

Forecast Prices and Costs

Table 1:	Summary of Company Reserves and Economics – Before Income Tax.....	94
Table 1T:	Summary of Company Reserves and Economics – After Income Tax.....	95

Table 1
Summary of Company Reserves and Economics
Before Income Tax
April 1, 2024
Zenith Energy Ltd.
Tunisian Properties

Description	Net To Appraised Interest										
							Cumulative Cash Flow (BIT) - M\$				
	Light Oil MSTB		Conventional Natural Gas MMscf		NGL Mbbbls		Discounted at:				
	Gross	Net	Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year
Reserve Category											
PROVED											
Proved Developed Non-Producing											
El Bibane Concession	0	0	5,690	5,292	89	82	34,463	27,730	22,524	18,431	15,165
Total Proved Developed Non-Producing	0	0	5,690	5,292	89	82	34,463	27,730	22,524	18,431	15,165
Total Proved	0	0	5,690	5,292	89	82	34,463	27,730	22,524	18,431	15,165
PROBABLE											
Probable Developed Non-Producing (incremental)											
El Bibane Concession	0	0	5,690	5,182	89	81	57,755	48,021	40,567	34,749	30,132
Total Probable Developed Non-Producing	0	0	5,690	5,182	89	81	57,755	48,021	40,567	34,749	30,132
Probable Undeveloped											
Robbana Concession	746	717	0	0	0	0	32,017	23,538	17,472	13,049	9,769
Total Probable Undeveloped	746	717	0	0	0	0	32,017	23,538	17,472	13,049	9,769
Total Probable	746	717	5,690	5,182	89	81	89,772	71,559	58,039	47,799	39,902
Total Proved Plus Probable	746	717	11,381	10,474	177	163	124,235	99,289	80,563	66,230	55,067
POSSIBLE											
El Bibane Concession	0	0	5,690	5,165	89	80	57,552	47,817	40,369	34,562	29,956
Robbana Concession	281	264	0	0	0	0	19,105	14,762	11,708	9,479	7,800
Total Possible	281	264	5,690	5,165	89	80	76,657	62,580	52,077	44,040	37,756
Total Proved Plus Probable Plus Possible	1,027	982	17,071	15,639	266	243	200,892	161,869	132,640	110,271	92,822

M\$ means thousands of United States dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Columns may not add precisely due to accumulative rounding of values throughout the report.

Table 1T
Summary of Company Reserves and Economics
After Income Tax
April 1, 2024
Zenith Energy Ltd.
Tunisian Properties

Description	Net To Appraised Interest										
							Cumulative Cash Flow (BIT) - M\$				
							Undisc.	Discounted at:			
	Light Oil MSTB		Conventional Natural Gas MMscf		NGL Mbbbls			5%/year	10%/year	15%/year	20%/year
Gross	Net	Gross	Net	Gross	Net						
Reserve Category											
PROVED											
Proved Developed Non-Producing											
El Bibane Concession	0	0	5,690	5,292	89	82	17,231	13,509	10,622	8,347	6,529
Total Proved Developed Non-Producing	0	0	5,690	5,292	89	82	17,231	13,509	10,622	8,347	6,529
Total Proved	0	0	5,690	5,292	89	82	17,231	13,509	10,622	8,347	6,529
PROBABLE											
Probable Developed Non-Producing (incremental)											
El Bibane Concession	0	0	5,690	5,182	89	81	28,878	24,010	20,283	17,375	15,066
Total Probable Developed Non-Producing	0	0	5,690	5,182	89	81	28,878	24,010	20,283	17,375	15,066
Probable Undeveloped											
Robbana Concession	746	717	0	0	0	0	16,008	11,257	7,877	5,434	3,641
Total Probable Undeveloped	746	717	0	0	0	0	16,008	11,257	7,877	5,434	3,641
Total Probable	746	717	5,690	5,182	89	81	44,886	35,267	28,161	22,808	18,707
Total Proved Plus Probable	746	717	11,381	10,474	177	163	62,118	48,776	38,782	31,155	25,236
POSSIBLE											
El Bibane	0	0	5,690	5,165	89	80	28,291	23,571	19,945	17,108	14,852
Robbana Concession	281	264	0	0	0	0	9,552	6,879	5,114	3,910	3,063
Total Possible	281	264	5,690	5,165	89	80	37,844	30,449	25,058	21,018	17,915
Total Proved Plus Probable Plus Possible	1,027	982	17,071	15,639	266	243	99,961	79,225	63,841	52,173	43,151

M\$ means thousands of United States dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Columns may not add precisely due to accumulative rounding of values throughout the report.

EL BIBANE CONCESSION
TUNISIA
INDEX

Discussion

Property Description.....	97
Geology.....	97
Reserves.....	98
Production.....	98
Product Prices.....	98
Capital Expenditures.....	99
Operating Costs.....	99
Economics.....	99

Attachments

Figure 1: Land and Well Map.....	100
Table 1: Schedule of Lands, Interests and Royalty Burdens.....	101
Figure 2: Geological Maps and Figures	
a) Stratigraphic Chart – Jaffara Basin.....	102
b) Zebbag Structure Depth Map.....	103
Table 2: Summary of Gross Reserves.....	104
Table 3: Summary of Anticipated Capital Expenditures	
a) Development.....	105
b) Abandonment and Reclamation.....	106
..... Table 4: Summary of Company Reserves and Economics – BIT.....	107
Table 4T: Summary of Company Reserves and Economics – AIT.....	108
<u>Production Forecast and Cash Flow Analysis</u>	
a) Proved Developed Non-Producing Reserves	109
b) Proved Plus Probable Developed Non-Producing Reserves	114
c) 3P Developed Non-Producing Reserves	119

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**EL BIBANE CONCESSION
TUNISIA
DISCUSSION**

Property Description

The Company owns a 100% working interest in the El Bibane Concession, in Tunisia. It is comprised of 56,340 acres of land (228 Km squared) and is located about 18 km offshore Tunisia in 25 feet of water depth. The Concession currently contains a total of three wells, including one oil/gas producer, which is under a gas cycling scheme, a gas injector and one suspended well. A number of former producers have been abandoned. The oil reserves from this reservoir are practically depleted and full gas cap blowdown is imminent, as discussed later.

Production is subject to a complex fiscal regime specifying the government royalties and taxes, which vary according to an “R” factor. The “R” factor is the ratio of accrued net revenue divided by the total accrued expenditures. The criteria for gas and oil are slightly different.

A map showing the Concession boundary and producing well locations is presented on Figure 1 and the description of the ownership and details of the fiscal regime is summarized on Table 1.

Geology

The Concession is within the Jaffara Basin, a WNW-ESE trending Permo-Triassic, extensional basin, which occupies a hinge-zone between the Palaeozoic Berfine/Ghandames Basin to the SSW and the Jurassic to Tertiary, Pelagian/Sabratah Basin to the NNE.

The El Bibane structure is a faulted four-way dip-controlled anticline. The producing reservoir on the concession is the Cretaceous (Albian) Zebbag carbonate, as shown on the Stratigraphic chart, Figure 2a. The Cretaceous Zebbag reservoir is the Lower Zebbag formation, a slightly calcareous dolomite, which contains a gas cap and an oil leg underlain by water. A depth structure map at the top of the Zebbag is presented on Figure 2b.

Reserves

Total Proved Developed Non-Producing Reserves of 5,690 MMscf of marketable gas and 89 MBbls of condensate have been estimated for the Zebbag reservoir. These reserves have been based on the assumption that after the political issues are resolved, the full gas cap blowdown would be initiated in two existing wells – EBB-4H and EBB-5. A local market exists for the gas, as feedstock to a nearby electrical generation facility.

Incremental Probable and Possible gas and condensate reserves have been estimated for the recovery of the gas under various less certain scenarios. The original gas in place has been determined to be about 29,100 MMscf, of which 22,620 MMscf have been produced, (some of which have been recycled gas). A volume of 18,810 MMscf has been reinjected, therefore only 3,810 MMscf have actually been removed from the reservoir, leaving about 25,290 MMscf currently in the reservoir.

To efficiently recover the gas in blowdown, two circumstances need to be considered. The gas has been reinjected down dip from the crest of the reservoir and water encroachment has been experienced during the cycling phase.

We have made conservative assumptions that for Proved reserves approximately 25% of the gas would be recovered producing both wells at a combined rate of 3,000 Mscf/d. Similarly, for the Probable reserves we have assumed that 50% of the gas would be recovered at a rate of 6,000 Mscf/d and for Possible reserves 75% of the gas at 9,000 Mscf/d.

A summary of the Reserves is presented on Table 2. The production forecasts for each case are demonstrated on Page One of the economic analysis, Tables 4a, 4b and 4c.

Production

Commencing in 2025 it has been assumed that full gas cap blowdown would commence, as discussed above.

Product Prices

A 2025 gas prices of \$10.50/Mscf and a condensate price of \$81.00/STB have been used for this evaluation. A gas price based on the World Bank European Forecast has been used, in the absence

of more definitive information. The Condensate price reflects the posted Brent crude price throughout the forecast.

Capital Expenditures

Total capital expenditures of \$8,000,000 have been estimated for the overall property, which includes well work related to the gas cap blowdown and gas facility upgrades.

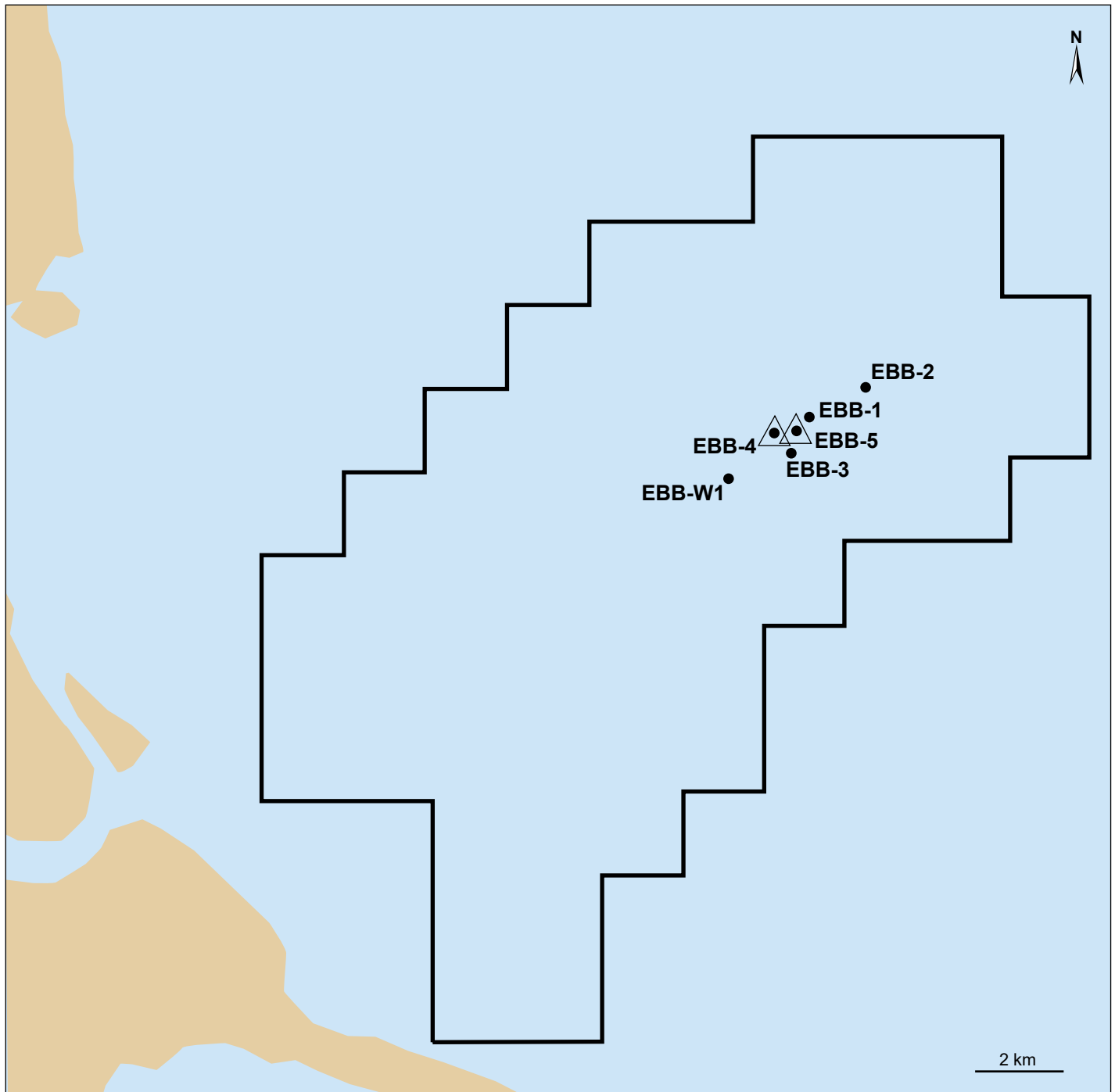
The capital expenditures are presented in Table 3a. Abandonment costs are summarized on Table 3b

Operating Costs

Operating costs have been estimated to be \$1,750,000 per year and an additional \$120,000 per well per year (fixed) plus \$4.00/STB and \$0.50/Mscf (variable), based on our best judgement from information from other properties in the area.

Economics

The results of the economic analysis are summarized in Table 4 and 4T for the before and after-tax cases respectively. The full economic analyses are presented in Table 4a, 4b and 4c, and have been presented in spread sheet format to allow for proper handling of the fiscal regime.



△ Producers

ZENITH ENERGY LTD.

EL BIBANE CONCESSION

TUNISIA

LAND AND WELL MAP

APR. 2024

JOB No. 7041

FIGURE No. 1

Table 1

Schedule of Lands, Interests and Royalty Burdens
April 1, 2024

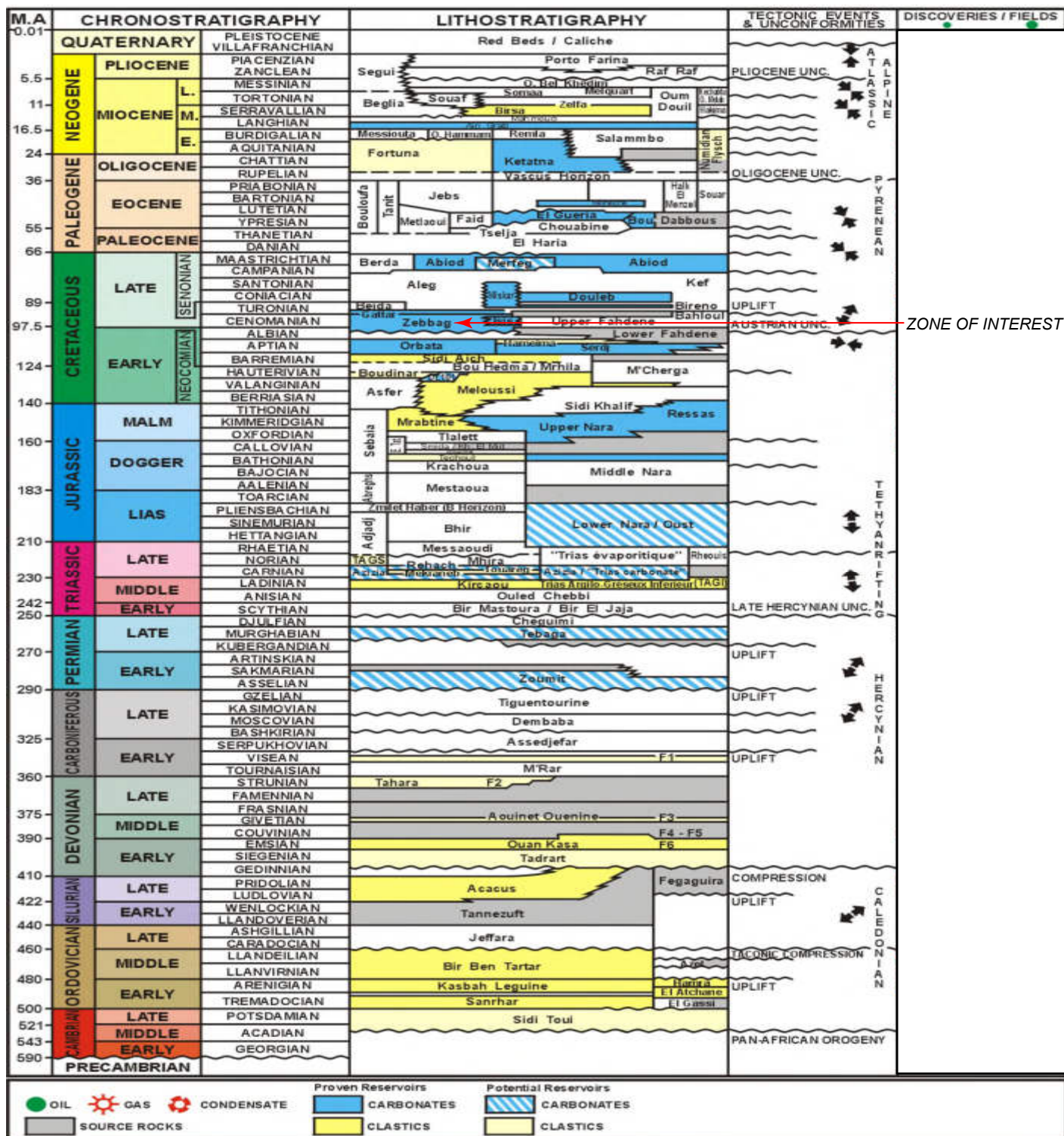
Zenith Energy Ltd

El Bibane Concession, Tunisia

Description	Gross Acres	Appraised Interest		Royalty Burdens	
		Working %	Royalty %	Basic %	Overriding %
Ezzaouia Concession	228 Km squared (56,340 Acres)	100.0000	-	[1]	-

Note: [1] The royalty rate is determined by an "R" Factor, which is the ratio of accrued net earnings over the total accrued expenditures

Royalty Rate =	Oil Gas		When "R" Factor is	
	Oil	Gas		
	2%	2%	< 0.5	
	5%	4%	0.5 to 0.8	
	7%	6%	0.8 to 1.1	
	10%	8%	1.1 to 1.5	
	12%	9%	1.5 to 2.0	
	14%	10%	2.0 to 2.5	
	15%	11%	> 2.5	



Source: Candax Presentation, June 2019, p. 2

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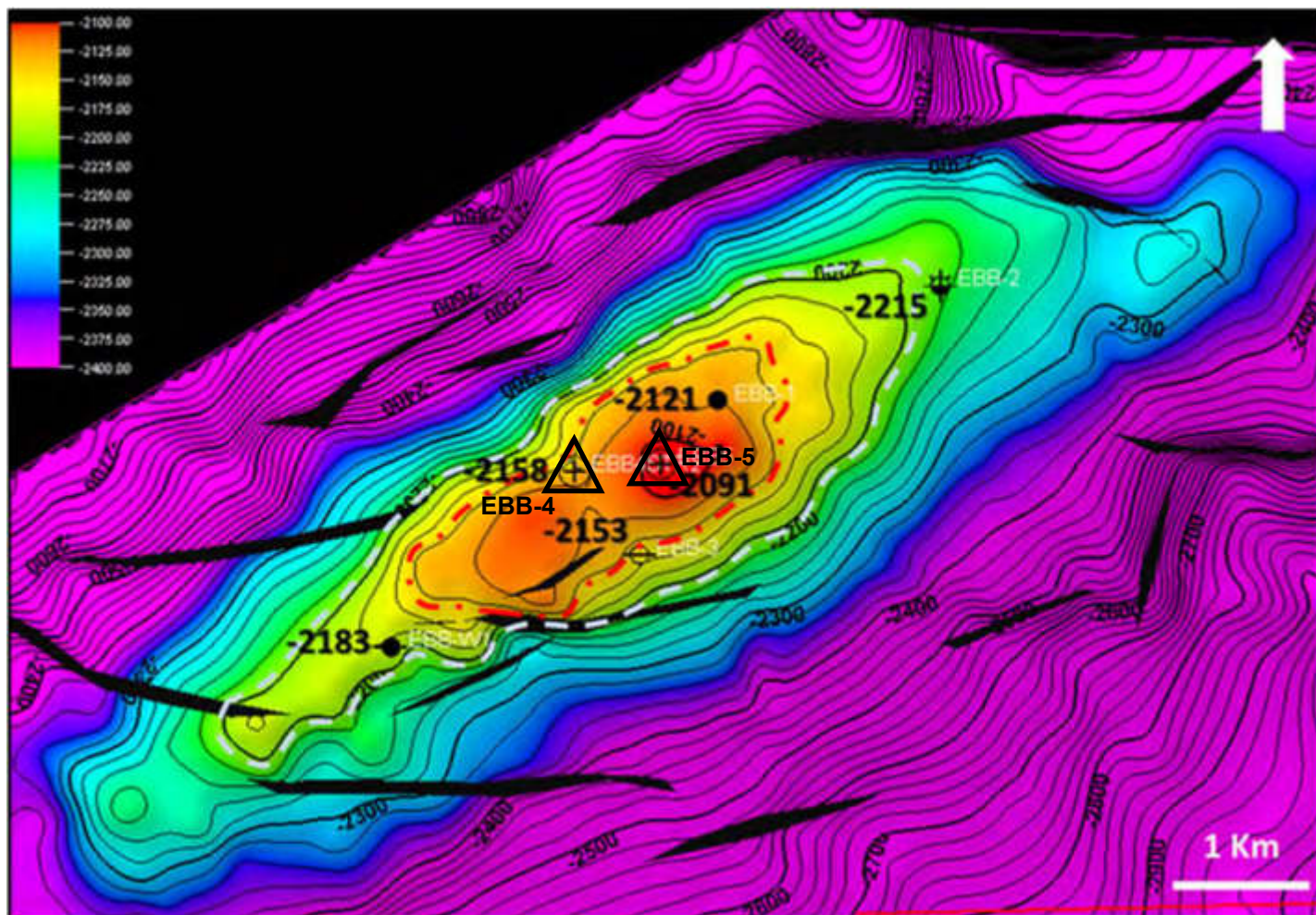
EL BIBANE CONCESSION

TUNISIA

STRATIGRAPHIC CHART

APR. 2024

JOB No. 7041 FIGURE No. 2a



△ Producers

ZENITH ENERGY LTD.

EL BIBANE CONCESSION
TUNISIA

**STRUCTURAL CONTOUR
DEPTH MAP ON ZEBBAG FM**
C.I. = 20 m

APR. 2024

JOB No. 7041 FIGURE No. 2b

Table 2
Summary of Gross Resources
April 1, 2024

El Bibane Concession, Tunisia

Description		Predicted Initial Rate Mscf/d	Raw Gas (MMscf)	Sales Gas (MMscf)	NGLs (MBbls)	Reference
Associated Gas						
Proved Developed Non-Producing						
Gas Cap Blowdown	Zebbag	3,000	6,323	5,690	89	Table 4a
Total Proved			6,323	5,690	89	
Probable (incremental)						
Gas Cap Blowdown	Zebbag	6,000	6,323	5,690	89	Table 4b
Total Proved Plus Probable			12,645	11,381	177	
Possible (incremental)						
Gas Cap Blowdown	Zebbag	9,000	6,323	5,690	89	Table 4c
Total Proved Plus Probable Plus Possible			18,968	17,071	266	

Table 3a

**Summary of Anticipated Capital Expenditures
Development**

April 1, 2024

Zenith Energy Ltd

El Bibane Concession, Tunisia

Description	Date	Operation	Capital Interest %	Gross Capital M\$	Net Capital M\$
Reserves (all cases)					
Gas Cap Blowdown	2024	Equip EBB-5 and EBB-4H for gas production	100.0000	3,000	3,000
Gas Cap Blowdown	2024	Gas Facility Enhancement	100.0000	5,000	5,000
Total Contingent Resources				8,000	8,000

Note: **M\$ means thousands of dollars.**

The above capital values are expressed in terms of current dollar values without escalation.

Table 3b
Summary of Anticipated Capital Expenditures
Abandonment and Restoration

April 1, 2024

Zenith Energy Ltd

El Bibane Concession, Tunisia

Description	Well Parameters	Capital Interest %	Gross Capital M\$	Net Capital M\$
Contingent Resources (all cases)				
El Bibane Wells	Two producing gas wells	100.0000	1,000	1,000
Inactive wells	One inactive well	100.0000	500	500
Total Proved Developed Producing			1,500	1,500

Note: **M\$ means thousands of dollars.**
The above capital values are expressed in terms of current dollar values without escalation.

Table 4
Summary of Company Reserves and Economics
Before Income Tax
April 1, 2024
Zenith Energy Ltd.
El Bibane Concession, Tunisia

		Net To Appraised Interest				Cumulative Cash Flow (BIT) - M\$				
Description	Formation Name	Conventional Natural Gas MMscf		NGL Mbbls		Discounted at:				
		Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year
Reserve Category										
PROVED										
Proved Developed Non-Producing										
Gas Cap Blowdown	Zebbag	5,690	5,292	89	82	34,463	27,730	22,524	18,431	15,165
Total Proved Developed Non-Producing		5,690	5,292	89	82	34,463	27,730	22,524	18,431	15,165
PROBABLE										
Probable Developed Non-Producing (incremental)										
Gas Cap Blowdown	Zebbag	5,690	5,182	89	81	57,755	48,021	40,567	34,749	30,132
Total Probable Developed Non-Producing		5,690	5,182	89	81	57,755	48,021	40,567	34,749	30,132
Total Proved Plus Probable Developed Non-Producing		11,381	10,474	177	163	92,218	75,751	63,091	53,181	45,297
POSSIBLE										
Possible Developed Non-Producing (incremental)										
Gas Cap Blowdown	Zebbag	5,690	5,165	89	80	57,552	47,817	40,369	34,562	29,956
Total Possible Developed Non-Producing		5,690	5,165	89	80	57,552	47,817	40,369	34,562	29,956
Total 3P Developed Non-Producing		17,071	15,639	266	243	149,770	123,569	103,460	87,743	75,253

M\$ means thousands of United States dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Columns may not add precisely due to accumulative rounding of values throughout the report.

Table 4T
Summary of Company Reserves and Economics
After Income Tax
April 1, 2024
Zenith Energy Ltd.
El Bibane Concession, Tunisia

		Net To Appraised Interest				Cumulative Cash Flow (AIT) - M\$				
Description	Formation Name	Conventional Natural Gas MMscf		NGL Mbbls		Discounted at:				
		Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year
Reserve Category										
PROVED										
Proved Developed Non-Producing										
Gas Cap Blowdown	Zebbag	5,690	5,292	89	82	17,231	13,509	10,622	8,347	6,529
Total Proved Developed Producing		5,690	5,292	89	82	17,231	13,509	10,622	8,347	6,529
PROBABLE										
Probable Developed Non-Producing (incremental)										
Gas Cap Blowdown	Zebbag	5,690	5,182	89	81	28,878	24,010	20,283	17,375	15,066
Total Probable Developed Non-Producing		5,690	5,182	89	81	28,878	24,010	20,283	17,375	15,066
Total Proved Plus Probable Developed Non-Producing		11,381	10,474	177	163	46,109	37,519	30,905	25,722	21,595
POSSIBLE										
Possible Developed Non-Producing (incremental)										
Gas Cap Blowdown	Zebbag	5,690	5,165	89	80	28,291	23,571	19,945	17,108	14,852
Total Possible Developed Non-Producing		5,690	5,165	89	80	28,291	23,571	19,945	17,108	14,852
Proved Plus Probable Plus Possible Non-Producing		17,071	15,639	266	243	74,401	61,090	50,850	42,830	36,447

M\$ means thousands of United States dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Columns may not add precisely due to accumulative rounding of values throughout the report.

Zenith Energy Ltd

El Bibane - Zebbag Gas Cap Blowdown

April 1, 2024

Production and Capital Forecast - Proved Developed Non-Producing Reserves

Gas Cap Blowdown										
Year	Days On	Oil Production		Total GAS Production			Condensate		Capital Expenditures - M\$	
		Well Count	STB/d	STB/yr	Mscf/d	Mscf/yr	Bbl/MMscf	Bbl/yr	Facility Enhancement	Total Capital (Escalated)
2024	0	2	0.0	0	0	0	14	0	5000	3000
2025	365	2	Blowdown phase (EBB-5 & EBB-4H)		3,000	1,095,000	14	15,330	0	0
2026	365	2			3,000	1,095,000	14	15,330	0	0
2027	365	2			3,000	1,095,000	14	15,330	0	0
2028	365	2			3,000	1,095,000	14	15,330	0	0
2029	365	2			2,278	831,529	14	11,641	0	0
2030	365	2			1,730	631,453	14	8,840	0	0
2031	365	2			1,314	479,518	14	6,713	0	0
				0.0		6,322,500		88,515	5,000	3,000
				24%					5000	1500
							2024		1	2
							2025		0	0
Later decline rate										

Production Streams, Revenues and Cash Flows - Proved Developed Non-Producing Reserves

Before Income Tax

Year	Gross Oil Sales	Gross Gas Production	Gross Gas Sales	Gross Condensate Sales	Gas Price	Oil/Cond Price	Gross Revenue	Royalty Rate	Royalty	Export Payment	Operating Costs - M\$/yr.			
											Variable - oil	Variable - gas	Total (Escalated)	
2024	0	0	0	0	\$9.50	\$84.00	\$0	7%	\$0	\$0	678	0	0	678
2025	0	1,095,000	985,500	15,330	\$10.50	\$81.00	\$11,589	6%	\$695	\$116	1,990	0	548	2,588
2026	0	1,095,000	985,500	15,330	\$10.50	\$81.33	\$11,595	6%	\$696	\$116	1,990	0	548	2,640
2027	0	1,095,000	985,500	15,330	\$10.50	\$82.12	\$11,607	6%	\$696	\$116	1,990	0	548	2,693
2028	0	1,095,000	985,500	15,330	\$10.50	\$83.76	\$11,632	6%	\$698	\$116	1,990	0	548	2,747
2029	0	831,529	748,376	11,641	\$10.50	\$85.44	\$8,853	6%	\$531	\$89	1,990	0	416	2,656
2030	0	631,453	568,308	8,840	\$10.50	\$87.15	\$6,738	6%	\$404	\$67	1,791	0	316	2,373
2031	0	479,518	431,566	6,713	\$10.50	\$88.89	\$5,128	6%	\$308	\$51	1,592	0	240	2,104
2031	0	0	0	0	\$10.50	\$90.67	\$0	6%	\$0	\$0	0	0	0	0
Totals	0	6,322,500	5,690,250	88,515			67,141		\$4,028	\$671	\$14,011	\$0	\$3,161	\$18,478
Company Gross	0		5,690,250	88,515			\$67,141		\$4,028	\$671	\$14,011	\$0	\$3,161.25	\$18,478
Company Net	0		5,291,933	82,319						1%	1,750	\$4.00	\$0.50	
		Shrinkage	10%		\$0.00	\$0.00					M\$/yr	\$/STB	\$/Mscf	
						Price Differential					\$120			M\$/well/yr

Zenith Energy Ltd
El Bibane - Zebbag Gas Cap Blowdown
April 1, 2024

Production Streams, Revenues and Cash Flows - Proved Non-Producing Reserves

Before Income Tax

Year	Project Total Revenue (Operating Cash Flow) M\$/yr.	Total Capital Costs M\$/yr.	Abandon & Reclaim M\$/yr.	Project Undiscounted Net Cash Flow (Profit) M\$/yr.	Company's Share Undiscounted Net Cash Flow (Profit) M\$/yr.	Company Share Discounted @			
						5%	10%	15%	20%
	M\$/yr.	M\$/yr.	M\$/yr.	M\$/yr.	t	M\$	M\$	M\$	M\$
2024	(678)	8,000	0	(8,678)	(8,678)	0.38	(8,518)	(8,369)	(8,229)
2025	8,190	0	0	8,190	8,190	1.38	7,657	7,181	6,753
2026	8,143	0	0	8,143	8,143	2.38	7,250	6,490	5,839
2027	8,101	0	0	8,101	8,101	3.38	6,870	5,870	5,051
2028	8,071	0	0	8,071	8,071	4.38	6,518	5,316	4,376
2029	5,577	0	0	5,577	5,577	5.38	4,289	3,340	2,629
2030	3,893	0	0	3,893	3,893	6.38	2,852	2,120	1,596
2031	2,665	0	1,500	1,165	1,165	7.38	813	577	415
2031	0	0	0	0	0	8.38	0	0	0
Totals	43,963	8,000	1,500	34,463	34,463		27,730	22,524	18,431
	43,963	8,000	1,500	34,463	100.0%				

Zenith Energy Ltd
El Bibane - Zebbag Gas Cap Blowdown
April 1, 2024

Production Streams, Revenues and Cash Flows - Proved Developed Non-Producing Reserves

After Income Tax

Year	Company Working Interest	Net operating Income	Net Capital	Abandon & Reclaim	Capital Depreciation - Straight Line - 20%		Capital Deduction	Net Taxable income	Tax Rate	Tax Payable	After Tax Cash flow	Company Share Discounted @			
		M\$/yr	M\$/yr	M\$/yr	M\$/yr	M\$/yr	M\$/yr	M\$/yr	%	M\$/yr.	M\$/yr.	5%	10%	15%	20%
												M\$	M\$	M\$	M\$
2024		(678)	\$8,000	\$0	\$0	\$1,600	\$1,600	(2,278)	50%	(1,139)	(7,539)	(7,400)	(7,271)	(7,149)	(7,034)
2025		8,190	\$0	\$0	\$0	\$1,600	\$1,600	\$6,590	50%	\$3,295	\$4,895	4,576	4,292	4,036	3,806
2026		8,143	\$0	\$0	\$0	\$1,600	\$1,600	\$6,543	50%	\$3,271	\$4,871	4,337	3,883	3,493	3,157
2027		8,101	\$0	\$0	\$0	\$1,600	\$1,600	\$6,501	50%	\$3,251	\$4,851	4,113	3,515	3,024	2,619
2028		8,071	\$0	\$0	\$0	\$1,600	\$1,600	\$6,471	50%	\$3,235	\$4,835	3,905	3,185	2,622	2,176
2029		5,577	\$0	\$0	\$0	\$0	\$0	\$5,577	50%	\$2,788	\$2,788	2,145	1,670	1,315	1,046
2030		3,893	\$0	\$0	\$0	\$0	\$0	\$3,893	50%	\$1,947	\$1,947	1,426	1,060	798	608
2031		2,665	\$0	\$1,500	\$0	\$0	\$0	\$1,165	50%	\$583	\$583	406	288	208	152
Totals		43,963	8,000	1,500	0	8,000	8,000	34,463		17,231	17,231	13,509	10,622	8,347	6,529

Zenith Energy Ltd

El Bibane - Zebbag Gas Cap Blowdown

April 1, 2024

R Factor - Royalty Rate - Tax Rate - Depreciation, Proved Developed Non-Producing Reserves

Year	Gross Revenue M\$/yr.	Royalty M\$/yr.	Corp Tax (Grossed Up) M\$/yr.	Net Revenue M\$/yr.	Cumulative Net Revenue M\$	Operating Costs M\$/yr.	Capital Costs M\$/yr.	Total Expenditures M\$/yr.	Cumulative Expenditures M\$	R Factor #	Royalty Rate %	Tax Rate %
2024	\$0	\$0	(1,139)	\$1,139	\$89,329	678	8,000	8,678	\$104,678	0.85	6%	50%
2025	\$11,589	\$695	\$3,295	\$7,599	\$96,928	2,588	0	2,588	\$107,266	0.90	6%	50%
2026	\$11,595	\$696	\$3,271	\$7,627	\$104,555	2,640	0	2,640	\$109,906	0.95	6%	50%
2027	\$11,607	\$696	\$3,251	\$7,660	\$112,215	2,693	0	2,693	\$112,599	1.00	6%	50%
2028	\$11,632	\$698	\$3,235	\$7,698	\$119,913	2,747	0	2,747	\$115,345	1.04	6%	50%
2029	\$8,853	\$531	\$2,788	\$5,533	\$125,446	2,656	0	2,656	\$118,001	1.06	6%	50%
2030	\$6,738	\$404	\$1,947	\$4,387	\$129,833	2,373	0	2,373	\$120,374	1.08	6%	50%
2031	\$5,128	\$308	\$583	\$4,238	\$134,071	2,104	0	2,104	\$122,478	1.09	6%	50%
Totals	\$67,141	\$4,028	\$17,231	\$45,881		\$18,478	\$8,000	\$26,478		0.92	7%	50%
										Applies Subsequent Year		
										Opening Balance		
										est		
										\$96,000		
										Opening Balance		
										est		
										\$88,190		
										Opening Balance		
										est		
										1.0		
										WI Factor		

El Bibane - Zebbag Gas Cap Blowdown

April 1, 2024

Production and Capital Forecast - Proved Plus Probable Developed Non-Producing Reserves

Gas Cap Blowdown											
Oil Production			Total GAS Production				Condensate		Capital Expenditures - M\$		
Year	Days On	Well Count	STB/d	STB/yr	Mscf/d	Mscf/yr	Bbl/MMscf	Bbl/yr	Facility Enhancement	Well Work	Total Capital (Escalated)
2024	0	2	0.0	0	0	0	14	0	5,000	3,000	8,000
2025	365	2	Blowdown phase (EBB-5 & EBB-4H)		6,000	2,190,000	14	30,660	0	0	0
2026	365	2			6,000	2,190,000	14	30,660	0	0	0
2027	365	2			6,000	2,190,000	14	30,660	0	0	0
2028	365	2			6,000	2,190,000	14	30,660	0	0	0
2029	365	2			4,556	1,663,059	14	23,283	0	0	0
2030	365	2			3,460	1,262,906	14	17,681	0	0	0
2031	365	2			2,627	959,035	14	13,426	0	0	0
Later decline rate			0.0		12,645,000			177,030	5,000	3,000	8,000
			24%						5000	1500	
							2024		1	2	
							2025		0	0	

Zenith Energy Ltd
El Bibane - Zebbag Gas Cap Blowdown
April 1, 2024

Production Streams, Revenues and Cash Flows - Proved Plus Probable Developed Non-Producing Reserves
Before Income Tax

Year	Gross Oil Sales	Gross Gas Production	Gross Gas Sales	Gross Condensate Sales	Oil/Condensate Price	Gas Price	Gross Revenue	Royalty Rate	Royalty	Export Payment	Operating Costs - M\$/yr.			Total
	STB/yr	Mscf/yr	Mscf/yr	Bbls/yr	\$/Mscf	\$/Bbl	M\$/yr.	%	M\$/yr.	\$/yr.	Fixed	Variable - oil	Variable - gas	(Escalated)
2024	0	0	0	0	\$9.50	\$84.00	\$0	7%	\$0	\$0	678	0	0	678
2025	0	2,190,000	1,971,000	30,660	\$10.50	\$81.00	\$23,179	6%	\$1,391	\$232	1,990	0	1,095	3,147
2026	0	2,190,000	1,971,000	30,660	\$10.50	\$81.33	\$23,189	6%	\$1,391	\$232	1,990	0	1,095	3,210
2027	0	2,190,000	1,971,000	30,660	\$10.50	\$82.12	\$23,213	6%	\$1,393	\$232	1,990	0	1,095	3,274
2028	0	2,190,000	1,971,000	30,660	\$10.50	\$83.76	\$23,264	8%	\$1,861	\$233	1,990	0	1,095	3,339
2029	0	1,663,059	1,496,753	23,283	\$10.50	\$85.44	\$17,705	8%	\$1,416	\$177	1,990	0	832	3,115
2030	0	1,262,906	1,136,615	17,681	\$10.50	\$87.15	\$13,475	8%	\$1,078	\$135	1,791	0	631	2,728
2031	0	959,035	863,132	13,426	\$10.50	\$88.89	\$10,256	8%	\$921	\$103	1,592	0	480	2,380
Totals	0	12,645,000	11,380,500	177,030			134,282		\$9,351	\$1,343	\$14,688	\$0	\$6,323	\$21,870
Company Gross	0		11,380,500	177,030			\$134,282		\$9,351	\$1,343	\$14,688	\$0	\$6,322.50	\$21,870
Company Net	0		10,474,197	162,932						1%	1,750	\$4.00	\$0.50	
											M\$/yr	\$/STB	\$/Mscf	
											\$120			
											M\$/well/yr			

Shrinkage 10%
Price Differential \$0.00

Zenith Energy Ltd
El Bibane - Zebbag Gas Cap Blowdown
April 1, 2024

Production Streams, Revenues and Cash Flows - Proved Plus Probable Developed Non- Producing Reserves
Before Income Tax

Year	Project Total Revenue (Operating Cash Flow) M\$/yr.	Total Capital Costs M\$/yr.	Abandon & Reclaim M\$/yr.	Project Undiscounted Net Cash Flow (Profit) M\$/yr.	Company's Share Undiscounted t M\$/yr.	Company Share Discounted @				
						5%	10%	15%	20%	
2024	(678)	8,000	0	(8,678)	0.38 (8,678)	(8,518)	(8,369)	(8,229)	(8,097)	
2025	18,410	0	0	18,410	1.38 (8,410)	17,211	16,141	15,180	14,315	
2026	18,356	0	0	18,356	2.38 (8,356)	16,344	14,631	13,162	11,894	
2027	18,315	0	0	18,315	3.38 (8,315)	15,530	13,271	11,419	9,889	
2028	17,831	0	0	17,831	4.38 (7,831)	14,400	11,745	9,667	8,023	
2029	12,996	0	0	12,996	5.38 (2,996)	9,996	7,783	6,127	4,873	
2030	9,534	0	0	9,534	6.38 (5,534)	6,984	5,190	3,909	2,979	
2031	6,954	0	1,500	5,454	7.38 (5,454)	3,805	2,699	1,944	1,420	
Totals	101,718	8,000	1,500	92,218	92,218	75,751	63,091	53,181	45,297	
	101,718	8,000	1,500	92,218	100.0%					

Zenith Energy Ltd
El Bibane - Zebbaga Gas Cap Blowdown
April 1, 2024

Production Streams, Revenues and Cash Flows - Proved Plus Probable Developed Non-Producing Reserves

After Income Tax		Company Share Discounted @														
Company Working Interest	100.0%	Net operating Income	Abandon & Reclaim		Capital Depreciation - Straight Line - 20%		Capital Deduction	Net Taxable Income	Tax Rate	Tax Payable	After Tax Cash flow	t	5%	10%	15%	20%
			Net Capital	M\$/yr	M\$/yr	M\$/yr										
Year	M\$/yr	M\$/yr	M\$/yr	M\$/yr	M\$/yr	M\$/yr	M\$/yr	M\$/yr	%	M\$/yr.	M\$/yr.	M\$/yr.	M\$	M\$	M\$	M\$
2023	(678)	\$8,000	\$0	\$0	\$1,600	\$1,600	(2,278)	50%	(1,139)	(7,539)	0.38	(7,400)	(7,271)	(7,149)	(7,034)	
2024	18,410	\$0	\$0	\$0	\$1,600	\$1,600	\$16,810	50%	\$8,405	\$10,005	1.38	9,353	8,772	8,250	7,779	
2025	18,356	\$0	\$0	\$0	\$1,600	\$1,600	\$16,756	50%	\$8,378	\$9,978	2.38	8,884	7,953	7,155	6,465	
2026	18,315	\$0	\$0	\$0	\$1,600	\$1,600	\$16,715	50%	\$8,357	\$9,957	3.38	8,443	7,215	6,208	5,377	
2027	17,831	\$0	\$0	\$0	\$1,600	\$1,600	\$16,231	50%	\$8,115	\$9,715	4.38	7,846	6,400	5,267	4,372	
2028	12,996	\$0	\$0	\$0	\$0	\$0	\$12,996	50%	\$6,498	\$6,498	5.38	4,998	3,891	3,064	2,437	
2029	9,534	\$0	\$0	\$0	\$0	\$0	\$9,534	50%	\$4,767	\$4,767	6.38	3,492	2,595	1,954	1,490	
2030	6,954	\$0	\$1,500	\$0	\$0	\$0	\$5,454	50%	\$2,727	\$2,727	7.38	1,902	1,350	972	710	
Totals	101,718	8,000	1,500	0	8,000	8,000	92,218		46,109	46,109		37,519	30,905	25,722	21,595	

Zenith Energy Ltd
El Bibane - Zebbag Gas Cap Blowdown
April 1, 2024

R Factor - Royalty Rate - Tax Rate - Depreciation, Proved Plus Probable Developed Non- Producing Reserves

Year	Gross Revenue M\$/yr.	Royalty M\$/yr.	Corp Tax (Grossed Up) M\$/yr.	Net Revenue M\$/yr.	Cumulative Net Revenue M\$	Operating Costs M\$/yr.	Capital Costs M\$/yr.	Total Expenditures M\$/yr.	Cumulative Expenditures M\$	R Factor #	Royalty Rate %	Tax Rate %
2024	\$0	\$0	(1,139)	\$1,139	\$89,329	678	8,000	8,678	\$104,678	0.85	6%	50%
2025	\$23,179	\$1,391	\$8,405	\$13,383	\$102,712	3,147	0	3,147	\$107,824	0.95	6%	50%
2026	\$23,189	\$1,391	\$8,378	\$13,420	\$116,132	3,210	0	3,210	\$111,034	1.05	6%	50%
2027	\$23,213	\$1,393	\$8,357	\$13,463	\$129,595	3,274	0	3,274	\$114,308	1.13	8%	50%
2028	\$23,264	\$1,861	\$8,115	\$13,287	\$142,882	3,339	0	3,339	\$117,647	1.21	8%	50%
2029	\$17,705	\$1,416	\$6,498	\$9,790	\$152,673	3,115	0	3,115	\$120,762	1.26	8%	50%
2030	\$13,475	\$1,078	\$4,767	\$7,630	\$160,303	2,728	0	2,728	\$123,490	1.30	8%	50%
2031	\$10,256	\$821	\$2,727	\$6,709	\$167,012	2,380	0	2,380	\$125,870	1.33	8%	50%
Totals	\$134,282	\$9,351	\$46,109	\$78,822		\$21,870	\$8,000	\$29,870		0.92	7%	50%
										Applies Subsequent Year		
										Opening Balance		
										est		
										\$96,000		
										Opening Balance		
										\$88,190		
										est		
										Opening Balance		
										1.0		
										WI Factor		

Zenith Energy Ltd
El Bibane - Zebbag Gas Cap Blowdown
April 1, 2024

Production and Capital Forecast - 3P Developed Non- Producing Reserves

		Gas Cap Blowdown						Capital Expenditures - M\$		
		Oil Production			Total GAS Production			Condensate		Total Capital (Escalated)
Year	Days On	Well Count	STB/d	STB/yr	Mscf/d	Mscf/yr	Bbl/MMscf	Bbl/yr	Facility Enhancement	
2024	0	2	0.0	0	0	0	0	0	5000	8000
2025	365	2	Blowdown phase (EBB-5 & EBB-4H)			3,285,000	14	45,990	0	0
2026	365	2			9,000	3,285,000	14	45,990	0	0
2027	365	2			9,000	3,285,000	14	45,990	0	0
2028	365	2			9,000	3,285,000	14	45,990	0	0
2029	365	2			6,834	2,494,588	14	34,924	0	0
2030	365	2			5,190	1,894,359	14	26,521	0	0
2031	365	2			3,941	1,438,553	14	20,140	0	0
Later decline rate				0.0		18,967,500		265,545	5,000	8,000
					24%				5000	1500
					2024				1	2

Zenith Energy Ltd
El Bibane - Zebbag Gas Cap Blowdown
April 1, 2024

Production Streams, Revenues and Cash Flows - 3P Developed Non-Producing Reserves
Before Income Tax

Year	Gross Oil Sale	Gross Gas Production	Gross Gas Sales	Gross Condensate Sales	Oil/Condensate Price	Gas Price	Oil/Condensate Price	Gross Revenue	Royalty Rate	Royalty	Export Payment	Operating Costs - M\$/yr.			
	STB/yr	Mscf/yr	Mscf/yr	Bbls/yr	\$/Bbl	\$/Mscf	\$/Bbl	M\$/yr.	%	M\$/yr.	\$/yr.	Fixed	Variable - oil	Variable - gas	Total (Escalated)
2024	0	0	0	0	\$84.00	\$9.50	\$84.00	\$0	7%	\$0	\$0	678	0	0	678
2025	0	3,285,000	2,956,500	45,990	\$81.00	\$10.50	\$81.00	\$34,768	6%	\$2,086	\$348	1,990	0	1,643	3,705
2026	0	3,285,000	2,956,500	45,990	\$81.33	\$10.50	\$81.33	\$34,784	6%	\$2,087	\$348	1,990	0	1,643	3,779
2027	0	3,285,000	2,956,500	45,990	\$82.12	\$10.50	\$82.12	\$34,820	8%	\$2,786	\$348	1,990	0	1,643	3,855
2028	0	3,285,000	2,956,500	45,990	\$83.76	\$10.50	\$83.76	\$34,895	8%	\$2,792	\$349	1,990	0	1,643	3,932
2029	0	2,494,588	2,245,129	34,924	\$85.44	\$10.50	\$85.44	\$26,558	8%	\$2,125	\$266	1,990	0	1,247	3,574
2030	0	1,894,359	1,704,923	26,521	\$87.15	\$10.50	\$87.15	\$20,213	8%	\$1,617	\$202	1,791	0	947	3,084
2031	0	1,438,553	1,294,697	20,140	\$88.89	\$10.50	\$88.89	\$15,385	9%	\$1,385	\$154	1,592	0	719	2,655
Totals	0	18,967,500	17,070,750	265,545			201,422			\$14,877	\$2,014	\$14,011	\$0	\$9,484	\$25,261
Company Gross	0		17,070,750	265,545			\$201,422			\$14,877	\$2,014	\$14,011	\$0	\$9,483.75	\$25,261
Company Net	0		15,639,236	243,277						1%		1,750	\$4.00	\$0.50	
												M\$/yr	\$/STB	\$/Mscf	
												\$120			
												M\$/well/yr			
						Shrinkage	10%	\$0.00	Price Differential	\$0.00					

Table 4c, Page 2 continued

Zenith Energy Ltd
El Bibane - Zebbag Gas Cap Blowdown
April 1, 2024

Production Streams, Revenues and Cash Flows - 3P Producing Reserves

Before Income Tax

Year	Project Total Revenue (Operating Cash Flow) M\$/yr.	Total Capital Costs M\$/yr.	Abandon & Reclaim M\$/yr.	Project Undiscounted Net Cash Flow (Profit) M\$/yr.	Company's Share Undiscounted Net Cash Flow (Profit) M\$/yr.	t	Company Share Discounted @			
							5%	10%	15%	20%
							M\$	M\$	M\$	M\$
2024	(678)	8,000	0	(8678)	(8678)	0.38	(8518)	(8369)	(8229)	(8097)
2025	28,629	0	0	28,629	28,629	1.38	26,765	25,101	23,608	22,261
2026	28,570	0	0	28,570	28,570	2.38	25,437	22,771	20,485	18,512
2027	27,831	0	0	27,831	27,831	3.38	23,600	20,166	17,353	15,028
2028	27,823	0	0	27,823	27,823	4.38	22,470	18,327	15,085	12,520
2029	20,593	0	0	20,593	20,593	5.38	15,839	12,332	9,709	7,722
2030	15,310	0	0	15,310	15,310	6.38	11,215	8,335	6,277	4,784
2031	11,191	0	1,500	9,691	9,691	7.38	6,761	4,796	3,455	2,524
Totals	159,270	8,000	1,500	149,770	149,770		123,569	103,460	87,743	75,253
	159,270	8,000	1,500	149,770	149,770		100.0%			

Zenith Energy Ltd
El Bibane - Zebbag Gas Cap Blowdown
April 1, 2024

Production Streams, Revenues and Cash Flows - 3P Developed Non-Producing Reserves

After Income tax

Year	Company Working Interest	100.0%	Net operating Income	M\$/yr	Net Capital	M\$/yr	Abandon & Reclaim	M\$/yr	Capital Depreciation - Straight Line - 20%	M\$/yr	Capital Deduction	M\$/yr	Net Taxable income	M\$/yr	Tax Rate	Tax Payable	M\$/yr.	After Tax Cash flow	M\$/yr.	t	Company Share Discounted @			
																					5%	10%	15%	20%
			M\$/yr		M\$/yr		M\$/yr		M\$/yr		M\$/yr		M\$/yr		%	M\$/yr.		M\$/yr.			M\$	M\$	M\$	M\$
2024			(678)		\$8,000		\$0		\$1,600		\$1,600		(2,278)		50%	(1,139)		(7,539)		0.38	(7,400)	(7,271)	(7,149)	(7,034)
2025			28,629		\$0		\$0		\$1,600		\$1,600		\$27,029		50%	\$13,515		\$15,115		1.38	14,131	13,252	12,463	11,753
2026			28,570		\$0		\$0		\$1,600		\$1,600		\$26,970		50%	\$13,485		\$15,085		2.38	13,431	12,023	10,816	9,774
2027			27,831		\$0		\$0		\$1,600		\$1,600		\$26,231		50%	\$13,116		\$14,716		3.38	12,478	10,663	9,175	7,946
2028			27,823		\$0		\$0		\$1,600		\$1,600		\$26,223		50%	\$13,111		\$14,711		4.38	11,881	9,691	7,976	6,620
2029			20,593		\$0		\$0		\$0		\$0		\$20,593		50%	\$10,297		\$10,297		5.38	7,919	6,166	4,854	3,861
2030			15,310		\$0		\$0		\$0		\$0		\$15,310		50%	\$7,655		\$7,655		6.38	5,607	4,167	3,138	2,392
2031			11,191		\$0		\$1,500		\$0		\$0		\$9,691		55%	\$5,330		\$4,361		7.38	3,042	2,158	1,555	1,136
Totals			159,270		8,000		1,500		0		8,000		149,770			75,370		74,401		285	61,090	50,850	42,830	36,447

Zenith Energy Ltd
El Bibane - Zebbag Gas Cap Blowdown
April 1, 2024

R Factor - Royalty Rate - Tax Rate - Depreciation, 3P Developed Non-Producing Reserves

Year	Gross Revenue M\$/yr.	Royalty M\$/yr.	Corp Tax (Grossed Up) M\$/yr.	Net Revenue M\$/yr.	Cumulative Net Revenue M\$	Operating Costs M\$/yr.	Capital Costs M\$/yr.	Total Expenditures M\$/yr.	Cumulative Expenditures M\$	R Factor #	Royalty Rate %	Tax Rate %
2024	\$0	\$0	(1,139)	\$1,139	\$89,329	678	8,000	8,678	\$104,678	0.85	6%	50%
2025	\$34,768	\$2,086	\$13,515	\$19,168	\$108,496	3,705	0	3,705	\$108,383	1.00	6%	50%
2026	\$34,784	\$2,087	\$13,485	\$19,212	\$127,708	3,779	0	3,779	\$112,162	1.14	8%	50%
2027	\$34,820	\$2,786	\$13,116	\$18,919	\$146,627	3,855	0	3,855	\$116,017	1.26	8%	50%
2028	\$34,895	\$2,792	\$13,111	\$18,992	\$165,619	3,932	0	3,932	\$119,949	1.38	8%	50%
2029	\$26,558	\$2,125	\$10,297	\$14,136	\$179,756	3,574	0	3,574	\$123,523	1.46	8%	50%
2030	\$20,213	\$1,617	\$7,655	\$10,941	\$190,696	3,084	0	3,084	\$126,607	1.51	9%	55%
2031	\$15,385	\$1,385	\$5,330	\$8,670	\$199,366	2,655	0	2,655	\$129,261	1.54	9%	55%
Totals	\$201,422	\$14,877	\$75,370	\$111,176		\$25,261	\$8,000	\$33,261		0.92	7%	50%
										Applies Subsequent Year		
										Opening Balance		
										est		
										\$96,000		
										Opening Balance		
										\$88,190		
										est		
										Opening Balance		
										1.0		
										Wt Factor		

ROBBANA CONCESSION

TUNISIA

INDEX

Discussion

Property Description.....	125
Geology.....	125
Reserves.....	126
Production.....	126
Product Prices.....	126
Capital Expenditures.....	127
Operating Costs.....	127
Economics.....	127

Attachments

Figure 1: Land and Well Map.....	128
Table 1: Schedule of Lands, Interests and Royalty Burdens.....	129
Figure 2: Geological Maps and Figures	
a) Stratigraphic Chart – Jaffara Basin.....	130
b) Meloussi Structure Depth Map.....	131
Table 2: Summary of Gross Reserves.....	132
Figure 3: Analog Production Plot for New Drills.....	133
Table 3: Summary of Anticipated Capital Expenditures	
a) Development.....	134
b) Abandonment and Reclamation.....	135
Table 4: Summary of Company Reserves and Economics – BIT.....	136
Table 4T: Summary of Company Reserves and Economics – AIT.....	137
<u>Production Forecast and Cash Flow Analysis</u>	
a) Probable Reserves	138
b) Probable Plus Possible Reserves	142

ROBBANA CONCESSION
TUNISIA
DISCUSSION

Property Description

The Company owns a 100% working interest in the Robbana Concession, in Tunisia. It is comprised of 11,861 acres of land (48 Km squared) and is located on the Djerba Island in the Gulf of Gabes, as shown on the Map Figure 1. The Concession contains one oil producer and one temporarily abandoned well.

Production is subject to a complex fiscal regime specifying the government royalties and taxes, which vary according to an “R” factor. The “R” factor is the ratio of accrued net revenue divided by the total accrued expenditures.

A map showing the Concession boundary and producing well locations is presented on Figure 1 and the description of the ownership and details of the fiscal regime is summarized on Table 1.

Geology

The Concession is within the Jaffara Basin, a WNW-ESE trending Permo-Triassic, extensional basin, which occupies a hinge-zone between the Palaeozoic Berfine/Ghandames Basin to the SSW and the Jurassic to Tertiary, Pelagian/Sabratah Basin to the NNE. There are two producing reservoirs on the concession, the Jurassic M'Rabtin sand and the Cretaceous Zebbag carbonate, as shown on the Stratigraphic chart, Figure 2a.

The Robbana area was subjected to an episode of Late Triassic to early Cretaceous rifting, which created a low area during the deposition of the reservoir sandstones of the Lower Cretaceous Meloussi formation. The Meloussi formation consists of a series of thin sandstone units separated by interbedded shales and dolomites. An Upper Cretaceous wrench faulting episode caused an inversion of the depositional low in the Robbana area creating the present folded structure, as shown on the map Figure 2a. The Robbana structure is bounded to the southwest by a normal fault with over 1,400 meters of throw at the Meloussi reservoir level. Closing faults of lesser magnitude bound the feature in other direction.

Reserves

No proved oil reserves can be assigned at this time due to the economic criteria not being satisfied. However, with the inclusion of the production from two infill well locations to be drilled, the economic threshold would be met, therefore probable reserves of 46 MSTB have been estimated for well ROB-1, based on its historical performance trends.

Probable Undeveloped Reserves of 700 MSTB have been estimated for two infill locations on the Robbana structure to be drilled in geological advantageous positions. Reserves have been established from conservative analogous projections of early performance of ROB-1.

Incremental Possible Reserves of 281 MSTB of oil have been estimated for the same wells based on a best estimate analogous projection from the same ROB-1 early data.

A summary of the Reserves is presented on Table 2. Selected decline rates for each well and the starting point production rates are demonstrated on Page One of the economic analyses, Tables 4a, 4b and 4c. The ROB-1 early production plot which has been used as the analog performance for the new drills is presented on Figure 3.

Production

Prior to being shut in production from well ROB-1 was averaging 20 STB/d, and as mentioned above is under the economic threshold for reserves assignment. However, with the inclusion of production from the planned locations, anticipated to commence in 2026, ROB-1 would be restored to production at the previous rate and continue producing at its historical decline rate for several more years.

Initial rates, forecasts and timing of the undeveloped wells can be seen on Page One of Tables 4a and 4b, the economic analysis for Proved Plus Probable reserves.

Product Prices

A 2026 oil price of \$77.33/STB has been used for this evaluation reflecting a discount of \$4.00/STB from the posted Brent crude price throughout the forecast.

Capital Expenditures

Total capital expenditures of \$12,000,000 have been estimated for the overall property, which includes the drilling of two wells and the related cost for equipping and tie-in.

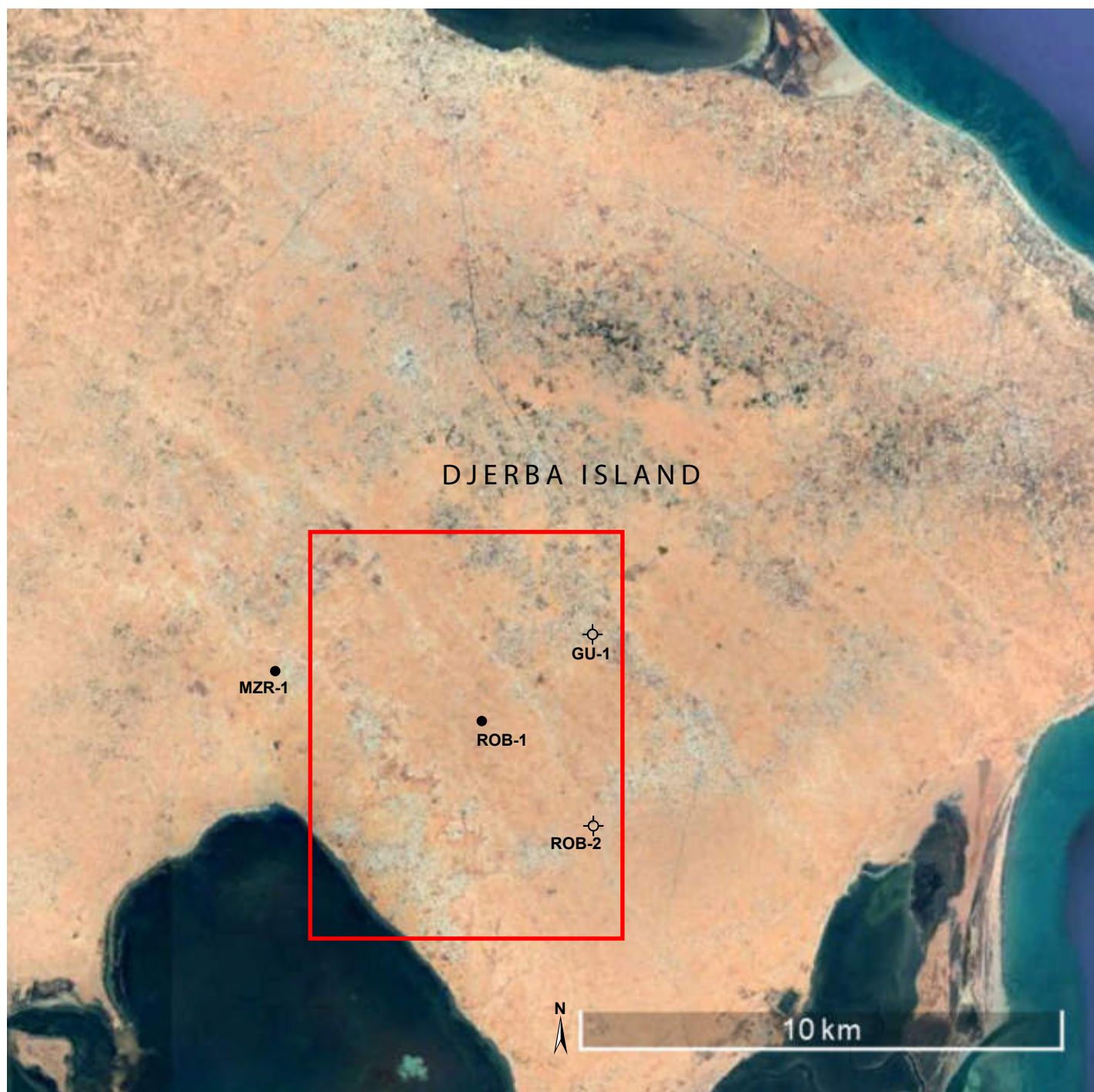
The capital expenditures scheduled for each case are presented in Table 3a. Abandonment costs are summarized on Table 3b

Operating Costs

Operating costs have been estimated to be \$500,000 per year and an additional \$90,000 per well per year (fixed) plus \$4.00/STB (variable), based on historical and budget information provided by the former operator of the property.

Economics

The results of the economic analysis are summarized in Table 4 and 4T for the before and after-tax cases respectively. The full economic analyses are presented in Table 4a, and 4b, and have been presented in spread sheet format to allow for proper handling of the fiscal regime.



ZENITH ENERGY LTD.

ROBBANA CONCESSION

TUNISIA

LAND AND WELL MAP

APR. 2024

JOB No. 7041

FIGURE No. 1

Table 1

Schedule of Lands, Interests and Royalty Burdens
April 1, 2024

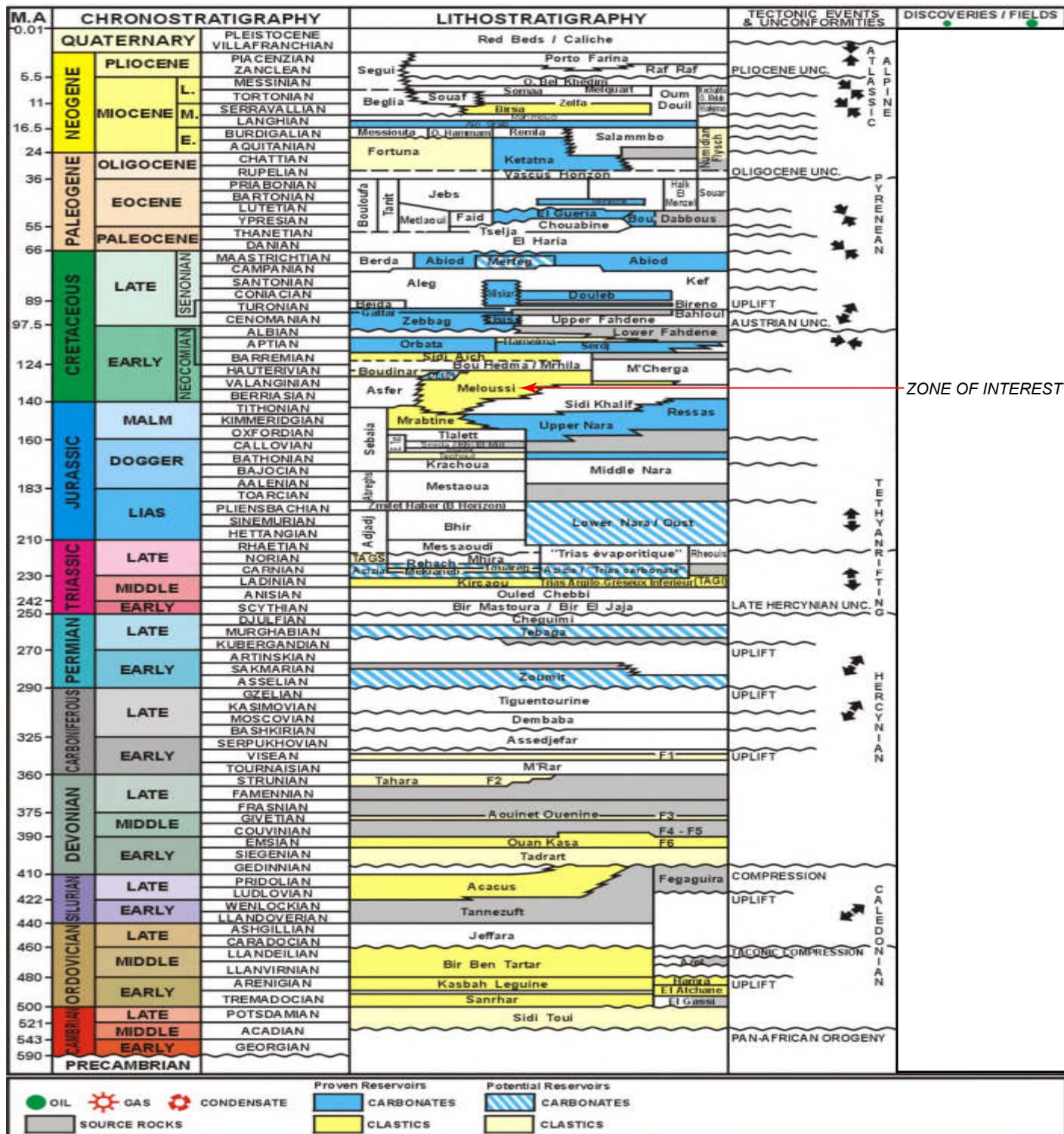
Zenith Energy Ltd

Robbana Concession, Tunisia

Description	Gross Acres	Appraised Interest		Royalty Burdens	
		Working	Royalty	Basic	Overriding
		%	%	%	%
Robbana Concession	48 Km squared (9884 Acres)	100.0000	-	[1]	-

Note: [1] The royalty rate is determined by an "R" Factor, which is the ratio of accrued net earnings over the total accrued expenditures

Royalty Rate =	2%	When "R" Factor is	< 0.5
	5%		0.5 to 0.8
	7%		0.8 to 1.1
	10%		1.1 to 1.5
	12%		1.5 to 2.0
	14%		2.0 to 2.5
	15%		> 2.5



Source: Candax Presentation, June 2019, p. 2

ZENITH ENERGY LTD.

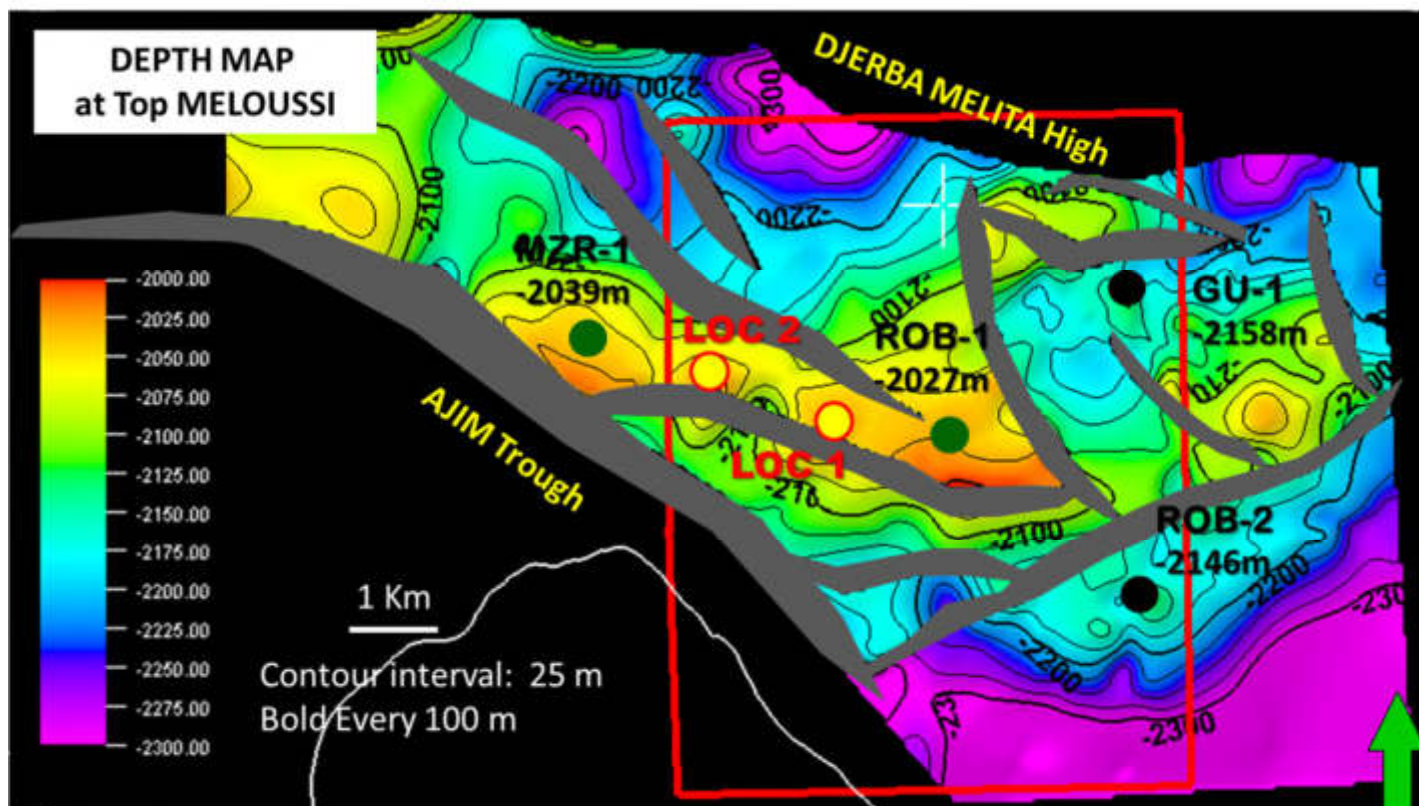
ROBBANA CONCESSION

TUNISIA

STRATIGRAPHIC CHART

APR. 2024

JOB No. 7041 FIGURE No. 2a



Concession boundary

ZENITH ENERGY LTD.		
ROBBANA CONCESSION		
TUNISIA		
STRUCTURAL CONTOUR DEPTH MAP ON MELOUSSI FM		
C.I. = 25 m		
APR. 2024	JOB No. 7041	FIGURE No. 2b

Table 2

Summary of Gross Reserves
April 1, 2024

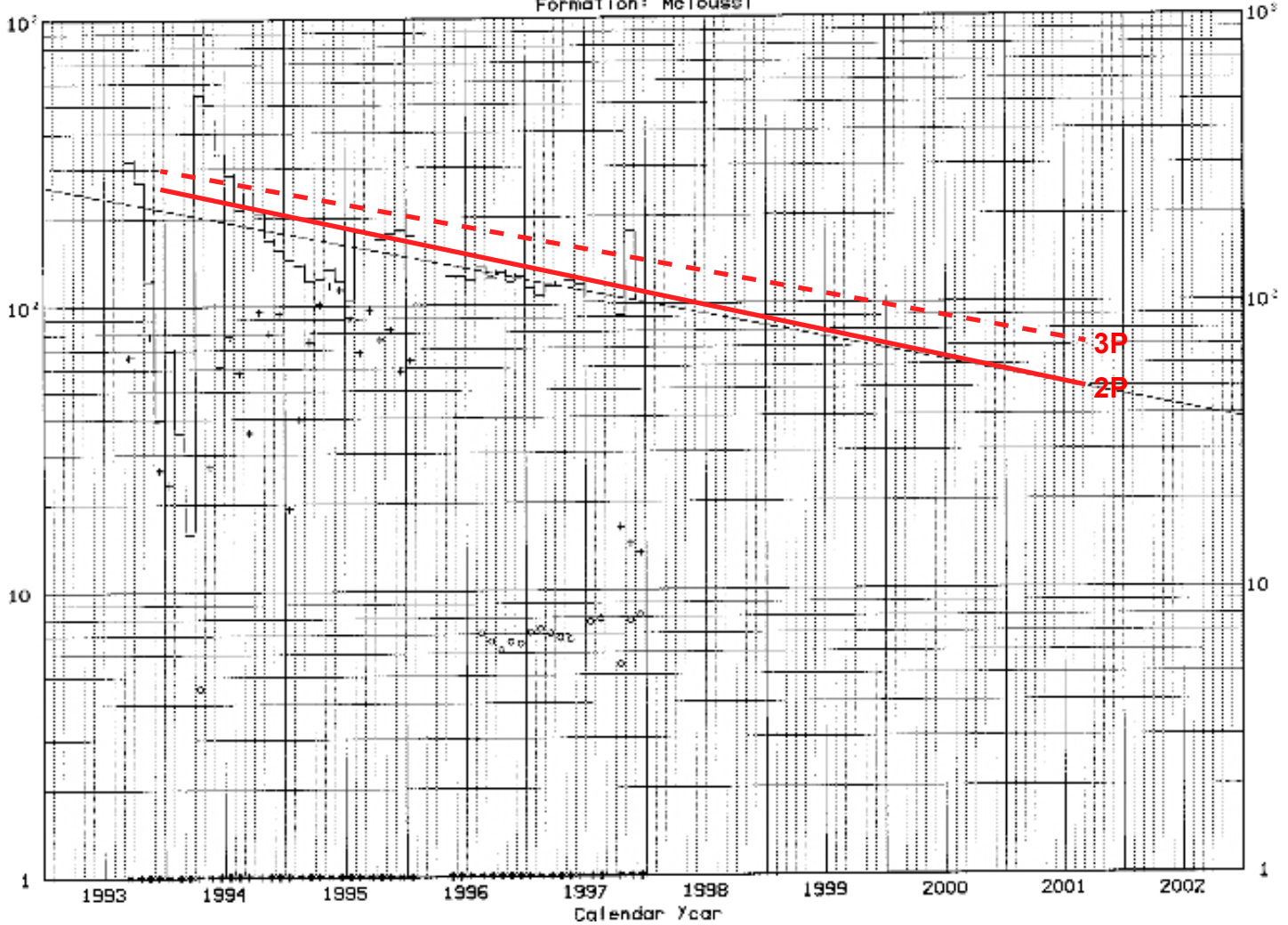
Robbana Concession, Tunisia

		Current or					
		Initial		API	Ultimate	Cumulative	Reserves
		Rate		Gravity	Reserves	Production	
Description		STB/d		(Deg)	(MSTB)	(MSTB)	(MSTB)
Reference							
<u>LIGHT & MEDIUM OIL</u>							
<u>Proved Developed Producing</u>							
ROB-1	Meloussi	0		41	520	520	0
Total Proved Developed Producing					520	520	0
Total Proved					520	520	0
<u>Probable</u>							
<u>Probable Developed Producing</u>							
ROB-1	Meloussi	20		41	46	0	46
Total Probable Developed Producing (incr)					46	0	46
Total Proved Plus Probable Developed Producing					565	520	46
<u>Probable Undeveloped</u>			<u>IP Date</u>				
ROB-3 (Location)	Meloussi	250	2026	41	360	0	360
ROB-4 (Location)	Meloussi	250	2027	41	340	0	340
Total Probable Undeveloped					700	0	700
Total Proved Plus Probable					1,266	520	746
<u>Possible Undeveloped (incremental)</u>							
ROB-3 (Location)	Meloussi	50	2026	41	140	0	140
ROB-4 (Location)	Meloussi	50	2027	41	141	0	141
Total Possible Undeveloped					281	0	281
Total Proved Plus Probable Plus Possible					1,547	520	1,027

PRODUCTION HISTORY

ROBBANA #1

Field: ROBBANA
Formation: Meloussi



- + Number of Wells
- o GOR, scf/STB $\times 10$
- + Water Cut, % $\times 0.1$
- Daily Oil, STB/d

ZENITH ENERGY LTD.

ROBBANA CONCESSION

TUNISIA

**ANALOG PRODUCTION PLOT
FOR NEW DRILLS**

APR. 2024

JOB No. 7041 FIGURE No. 3

Table 3a

**Summary of Anticipated Capital Expenditures
Development**

April 1, 2024

Zenith Energy Ltd

Robbana Concession, Tunisia

<u>Description</u>	<u>Date</u>	<u>Operation</u>	<u>Capital Interest %</u>	<u>Gross Capital M\$</u>	<u>Net Capital M\$</u>
<u>Probable Undeveloped</u>					
ROB-3	2025	Drill, Complete and tie-in	100.0000	6,000	6,000
ROB-4	2026	Drill, Complete and tie-in	100.0000	6,000	6,000
Total Probable Undeveloped				12,000	12,000

Note: **M\$ means thousands of dollars.**

The above capital values are expressed in terms of current dollar values without escalation.

Unless details are known, drilling costs have been split 70% Intangible and 30% Tangible for tax purposes

Table 3b
Summary of Anticipated Capital Expenditures
Abandonment and Restoration

April 1, 2024
Zenith Energy Ltd

Robbana Concession, Tunisia

Description	Well Parameters	Capital Interest %	Gross Capital M\$	Net Capital M\$
Probable & Possible				
Robbana Field Wells	Three producing wells	100.0000	1,500	1,500
Inactive wells	One inactive well	100.0000	500	500
Total Proved Plus Probable Developed Producing			2,000	2,000

Note: **M\$ means thousands of dollars.**

The above capital values are expressed in terms of current dollar values without escalation.

Table 4
Summary of Company Reserves and Economics
Before Income Tax
April 1, 2024
Zenith Energy Ltd.
Robbana Concession, Tunisia

		Net To Appraised Interest										
								Cumulative Cash Flow (BIT) - M\$				
		Light Oil MSTB		Conventional Natural Gas MMscf		NGL Mbbbls		Discounted at:				
Description		Gross	Net	Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year
Reserve Category	Formation Name											
PROBABLE												
Probable Developed & Undeveloped												
One well, two locations	Meloussi	746	717	0	0	0	0	32,017	23,538	17,472	13,049	9,769
Total Probable		746	717	0	0	0	0	32,017	23,538	17,472	13,049	9,769
POSSIBLE												
Possible Developed & Undeveloped												
One well, two locations	Meloussi	281	264	0	0	0	0	19,105	14,762	11,708	9,479	7,800
Total Probable Plus Possible		1,027	982	0	0	0	0	51,121	38,300	29,180	22,528	17,569

M\$ means thousands of dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Columns may not add precisely due to accumulative rounding of values throughout the report.

Table 4T
Summary of Company Reserves and Economics
After Income Tax
April 1, 2024
Zenith Energy Ltd.
Robbana Concession, Tunisia

Description		Net To Appraised Interest										
								Cumulative Cash Flow (AIT) - M\$				
		Light Oil MSTB		Conventional Natural Gas MMscf		NGL Mbbbls		Discounted at:				
Gross	Net	Gross	Net	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year		
Reserve Category	Formation Name											
PROBABLE												
Probable Developed & Undeveloped												
One well, two locations	Meloussi	746	717	0	0	0	0	16,008	11,257	7,877	5,434	3,641
Total Probable		746	717	0	0	0	0	16,008	11,257	7,877	5,434	3,641
POSSIBLE												
Possible Developed & Undeveloped												
One well, two locations	Meloussi	281	264	0	0	0	0	9,552	6,879	5,114	3,910	3,063
Total Probable Plus Possible		1,027	982	0	0	0	0	25,561	18,135	12,991	9,343	6,704

M\$ means thousands of dollars.

Gross reserves are the total of the Company's working interest share before deduction of royalties owned by others.

Net reserves are the total of the Company's working and/or royalty interest share after deducting the amounts attributable to royalties owned by others.

Columns may not add precisely due to accumulative rounding of values throughout the report.

Cumulative cash flow values shown as "0" reflect a value of less than \$500.

Reserves shown as "0" reflect a value of less than 0.5(MSTB/MMscf/

Table 4a, Page 1

Zenith Energy Ltd
Robbana

April 1, 2024

Production and Capital Forecast - Probable Reserves

Proved Plus Probable Producing												Capital Expenditures - M\$					
			Well Count		ROB-3		ROB-4		Total Oil Production			Drilling, Completion & Tie-in		Facilities & Tie-in		Total Capital	
Year	Days On	Count	STB/d	STB/d	STB/d	STB/d	STB/d	STB/d	STB/d	STB/d	STB/yr	& Tie-in	& Tie-in	& Tie-in	& Tie-in	Capital	(Escalated)
2024	275	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2025	365	0	0	0	0	0	0	0	0	0	0	5000	1000	1000	6120	6120	6120
2026	365	2	20	227	227	0	247	0	247	90,092	90,092	5000	1000	1000	6242	6242	6242
2027	365	3	19	185	185	227	430	227	430	157,017	157,017	0	0	0	0	0	0
2028	365	3	17	151	151	185	353	185	353	128,683	128,683	0	0	0	0	0	0
2029	365	3	16	123	123	151	289	151	289	105,547	105,547	0	0	0	0	0	0
2030	365	3	15	100	100	123	237	123	237	86,649	86,649	0	0	0	0	0	0
2031	365	3	14	81	81	100	195	100	195	71,207	71,207	0	0	0	0	0	0
2032	365	3	13	66	66	81	161	81	161	58,583	58,583	0	0	0	0	0	0
2033	365	3	12	54	54	66	132	66	132	48,258	48,258	0	0	0	0	0	0
2034	365	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Reserves			45,746	360,000	340,290	746,036	10,000	2,000	12,362								
							Unit Cost		5000		1000						
Decline Rate			%/yr			19%		250		2024		0		0			
Starting Rate			STB/d	20	250	250	250		2025		1		1				
									2026		1		1				
									2027		0		0				

Zenith Energy Ltd
Robbana
April 1, 2024

Production Streams, Revenues and Cash Flows - Probable Reserves
Before Income Tax

Year	Gross Production	Oil Price	Gross Revenue	Royalty Rate	Royalty	Export Payment	Operating Costs - \$/yr.				Project Total Revenue (Operating Cash Flow)	Total Capital Costs	Abandon & Reclaim	Net Cash Flow (Profit)	Net Cash Flow (Profit)	Company's Share Discounted @													
									Total (Escalated)																				
							Fixed	Variable																					
	STB/yr.	\$/STB	\$/yr.	%	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	5%	10%	15%	20%	\$/	\$/							
2024	0	\$80.00	\$0	2%	\$0	\$0	375,000	0	375,000	0	0	-375,000	(375,000)	0.4	(375,000)	(375,000)	(388,201)	(361,834)	(355,852)	(350,218)									
2025	0	\$77.00	\$0	2%	\$0	\$0	500,000	0	510,000	6,120,000	0	-6,630,000	(510,000)	1.4	(6,630,000)	(6,630,000)	(6,199,808)	(5,815,654)	(5,470,840)	(5,159,877)									
2026	90,092	\$77.33	\$6,966,851	2%	\$139,337	\$89,669	680,000	405,415	1,129,265	5,628,580	6,242,400	0	-613,820	2.4	(613,820)	(613,820)	(546,659)	(489,478)	(440,437)	(398,094)									
2027	157,017	\$78.12	\$12,265,985	2%	\$245,320	\$122,660	770,000	706,575	1,566,953	10,331,052	0	10,331,052	10,331,052	3.38	10,331,052	10,331,052	8,762,553	7,489,352	6,445,986	5,583,517									
2028	128,683	\$79.76	\$10,263,968	2%	\$205,279	\$102,640	770,000	579,076	1,460,283	8,495,766	0	8,495,766	8,495,766	4.38	8,495,766	8,495,766	6,862,769	5,598,988	4,609,454	3,826,349									
2029	105,547	\$81.44	\$8,595,425	5%	\$429,771	\$85,954	770,000	474,964	1,374,540	6,705,160	0	6,705,160	6,705,160	5.38	6,705,160	6,705,160	5,158,419	4,017,200	3,163,430	2,516,575									
2030	86,649	\$83.15	\$7,204,474	5%	\$360,224	\$72,045	770,000	389,921	1,306,260	5,465,946	0	5,465,946	5,465,946	6.38	5,465,946	5,465,946	4,004,825	2,977,056	2,242,418	1,709,562									
2031	71,207	\$84.89	\$6,044,608	5%	\$302,230	\$60,446	770,000	320,430	1,252,561	4,429,370	0	4,429,370	4,429,370	7.38	4,429,370	4,429,370	3,090,800	2,193,163	1,580,139	1,154,464									
2032	58,583	\$86.67	\$5,077,128	7%	\$355,399	\$60,771	770,000	263,622	1,211,053	3,459,905	0	3,459,905	3,459,905	8.38	3,459,905	3,459,905	2,299,343	1,557,401	1,073,297	751,487									
2033	48,258	\$88.48	\$4,269,828	7%	\$298,888	\$42,698	770,000	217,161	1,179,748	2,748,493	0	2,000,000	2,748,493	9.38	748,493	748,493	473,738	306,289	201,904	135,476									
2034		\$90.33	\$0	7%	\$0	\$0	0	0	0	0	0	0	0	10.38	0	0	0	0	0	0	0								
Totals	746,036		60,688,268		2,336,448	606,883	\$6,945,000	3,357,163	11,365,664	46,379,272	12,362,400	2,000,000	32,016,872		32,016,872	32,016,872	23,537,779	17,472,483	13,049,500	9,769,242									
Company Share			\$60,688,268		\$2,336,448	\$606,883			\$11,365,664	46,379,272	12,362,400	2,000,000	32,016,872		32,016,872	32,016,872													
Gross	746,036	\$4.00				1%	500,000	\$4.50																					
Net	717,314	Price Differential					\$/yr	\$/STB																					
							\$90,000																						
							\$/well/yr																						

Zenith Energy Ltd
Robbana

April 1, 2024

Production Streams, Revenues and Cash Flows - Probable Reserves

After Income tax

Company Working Interest	100.0%	Asset Income Tax																				
		Net operating Income		Net Capital		Abandon & Reclaim		Capital Depreciation - Straight Line - 20%		Capital Deduction		Net Taxable Income		Tax Rate		Tax Payable		After Tax Cash flow		Company Share Discounted @		
Year		\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$	\$/yr.	%	\$/yr.	\$/yr.	\$/yr.	t	\$	\$	\$	\$	\$	\$	\$
2024		(375,000)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$375,000)	50%	(\$187,500)	(\$187,500)	(\$187,500)	0.38	(\$184,101)	(\$180,917)	(\$177,926)	(\$175,109)			
2025		(510,000)	\$6,120,000	\$0	\$0	\$1,224,000	\$0	\$1,224,000	\$1,224,000	(\$1,734,000)	50%	(\$867,000)	(\$5,763,000)	(\$5,389,064)	1.38	(\$5,389,064)	(\$5,055,146)	(\$4,755,422)	(\$4,485,124)			
2026		5,628,580	\$6,242,400	\$0	\$0	\$1,224,000	\$1,248,480	\$2,472,480	\$2,472,480	\$3,156,100	50%	\$1,578,050	\$2,191,870	(\$1,952,047)	2.38	(\$1,952,047)	(\$1,747,862)	(\$1,572,742)	(\$1,421,541)			
2027		10,331,052	\$0	\$0	\$0	\$1,224,000	\$1,248,480	\$2,472,480	\$2,472,480	\$7,858,572	50%	\$3,929,286	\$6,401,766	\$5,429,826	3.38	\$5,429,826	\$4,640,871	\$3,994,336	\$3,459,896			
2028		8,495,766	\$0	\$0	\$0	\$1,224,000	\$1,248,480	\$2,472,480	\$2,472,480	\$6,023,286	50%	\$3,011,643	\$5,484,123	\$4,430,003	4.38	\$4,430,003	\$3,614,217	\$2,975,460	\$2,469,956			
2029		6,705,160	\$0	\$0	\$0	\$1,224,000	\$1,248,480	\$2,472,480	\$2,472,480	\$4,232,680	50%	\$2,116,340	\$4,588,820	\$3,530,275	5.38	\$3,530,275	\$2,749,257	\$2,164,961	\$1,722,272			
2030		5,465,946	\$0	\$0	\$0	\$1,224,000	\$1,248,480	\$2,472,480	\$1,248,480	\$4,217,466	50%	\$2,108,733	\$3,357,213	\$2,459,785	6.38	\$2,459,785	\$1,828,523	\$1,377,305	\$1,050,022			
2031		4,429,370	\$0	\$0	\$0			\$0	\$0	\$4,429,370	50%	\$2,214,685	\$2,214,685	\$1,545,400	7.38	\$1,545,400	\$1,096,582	\$790,070	\$577,232			
2032		3,459,905	\$0	\$0	\$0			\$0	\$0	\$3,459,905	50%	\$1,729,952	\$1,729,952	\$1,149,672	8.38	\$1,149,672	\$778,700	\$536,648	\$375,743			
2033		2,748,493	\$0	\$2,000,000	\$0			\$0	\$0	\$748,493	50%	\$374,247	\$374,247	\$236,869	9.38	\$236,869	\$153,145	\$100,952	\$67,738			
2034		0	\$0	\$0	\$0			\$0	\$0	\$0	50%	\$0	\$0	\$0	10.38	\$0	\$0	\$0	\$0			
Totals		46,379,272	12,362,400	2,000,000	0	6,120,000	6,242,400	12,362,400	32,016,872				16,008,436	16,008,436		11,256,618	7,877,370	5,433,643	3,641,087			

Zenith Energy Ltd**Robbana****April 1, 2024****R Factor - Royalty Rate - Tax Rate - Depreciation, Probable Reserves**

Year	Gross Revenue \$/yr.	Royalty \$/yr.	Corp Tax \$/yr.	Net Revenue \$/yr.	Cumulative Net Revenue \$	Operating Costs \$/yr.	Capital Costs \$/yr.	Total Expenditures \$/yr.	Cumulative Expenditures \$	R Factor #	Royalty Rate %	Tax Rate %
2024	\$0	\$0	(\$187,500)	\$187,500	\$2,687,500	375,000	0	375,000	\$25,375,000	0.11	2%	50%
2025	\$0	\$0	(\$867,000)	\$867,000	\$3,554,500	510,000	6,120,000	6,630,000	\$32,005,000	0.11	2%	50%
2026	\$6,966,851	\$139,337	\$1,578,050	\$5,249,464	\$8,803,964	1,129,265	6,242,400	7,371,665	\$39,376,665	0.22	2%	50%
2027	\$12,265,985	\$245,320	\$3,929,286	\$8,091,379	\$16,895,343	1,566,953	0	1,566,953	\$40,943,619	0.41	2%	50%
2028	\$10,263,968	\$205,279	\$3,011,643	\$7,047,046	\$23,942,389	1,460,283	0	1,460,283	\$42,403,901	0.56	5%	50%
2029	\$8,595,425	\$429,771	\$2,116,340	\$6,049,314	\$29,991,703	1,374,540	0	1,374,540	\$43,778,442	0.69	5%	50%
2030	\$7,204,474	\$360,224	\$2,108,733	\$4,735,517	\$34,727,221	1,306,260	0	1,306,260	\$45,084,702	0.77	5%	50%
2031	\$6,044,608	\$302,230	\$2,214,685	\$3,527,693	\$38,254,913	1,252,561	0	1,252,561	\$46,337,263	0.83	7%	50%
2032	\$5,077,128	\$355,399	\$1,729,952	\$2,991,777	\$41,246,690	1,211,053	0	1,211,053	\$47,548,316	0.87	7%	50%
2033	\$4,269,828	\$298,888	\$374,247	\$3,596,693	\$44,843,383	1,179,748	0	1,179,748	\$48,728,064	0.92	7%	50%
2034	\$0	\$0	\$0	\$0	\$44,843,383	0	0	0	\$48,728,064	0.92	7%	50%
Totals	\$60,688,268	\$2,336,448	\$16,008,436	\$42,343,383	\$25,500,000	\$11,365,664	\$12,362,400	\$23,728,064	\$25,000,000	0.10	2%	50%
										Applies Subsequent Year		

Zenith Energy Ltd
Robbana

April 1, 2024

Production and Capital Forecast - Probable Plus Possible Reserves

Proved Plus Probable Producing													
Year	Days On	Well Count	ROB-3		ROB-4		Total Oil Production			Capital Expenditures - M\$			
			STB/d	STB/d	STB/d	STB/d	STB/d	STB/yr	Drilling, Completion & Tie-in	Facilities & Tie-in	Total Capital (Escalated)		
2024	275	0	0	0	0	0	0	0	0	0	0	0	0
2025	365	0	0	0	0	0	0	0	5000	1000	6120	5000	1000
2026	365	2	20	275	0	295	107,547	5000	5000	1000	6242.4	5000	1000
2027	365	3	19	228	275	521	190,331	0	0	0	0	0	0
2028	365	3	17	190	228	435	158,826	0	0	0	0	0	0
2029	365	3	16	158	190	363	132,598	0	0	0	0	0	0
2030	365	3	15	131	158	303	110,760	0	0	0	0	0	0
2031	365	3	14	109	131	254	92,571	0	0	0	0	0	0
2032	365	3	13	90	109	212	77,419	0	0	0	0	0	0
2033	365	3	12	75	90	178	64,793	0	0	0	0	0	0
2034	365	2	0	62	75	138	50,225	0	0	0	0	0	0
2035	365	2	0	52	62	114	41,736	0	0	0	0	0	0
2036	365	0	0	0	0	0	0	0	0	0	0	0	0
Reserves			45,746	500,000	481,058	1,026,804			10,000	2,000	12,362		
						Unit Cost			5000	1000			
Decline Rate			7%	17%	17%				0	0			
Starting Rate			20	300	300	2024			1	1	2025		
						2026			1	1	2026		
						2027			0	0	2027		

Zenith Energy Ltd
Robbana
April 1, 2024

Production Streams, Revenues and Cash Flows - Probable Plus Possible Reserves

Before Income Tax

Year	Gross Production	Oil Price	Gross Revenue	Royalty Rate	Royalty	Export Payment	Operating Costs - \$/yr.			Project Total Revenue (Operating Cash Flow) \$/yr.	Total Capital Costs \$/yr.	Abandon & Reclaim \$/yr.	Net Cash Flow (Profit) \$/yr.	Net Cash Flow (Profit) \$/yr.	Company's Share Undiscounted				Company Share Discounted @			
							Fixed		Variable						Total (Escalated)	5%	10%	15%	20%			
							\$/STB	\$/yr.	\$/yr.						\$/yr.					\$	\$	\$
2024	0	\$60.00	\$0	2%	\$0	\$0	375,000	0	375,000	(375,000)	0	0	(375,000)	(375,000)	(372,084)	(369,325)	(366,707)	(364,219)				
2025	0	\$77.00	\$0	2%	\$0	\$0	500,000	0	510,000	(510,000)	6,120,000	0	(6,630,000)	(6,630,000)	(6,365,944)	(6,123,975)	(5,901,362)	(5,695,811)				
2026	107,547	\$77.33	\$8,316,609	2%	\$166,332	\$83,166	680,000	483,960	1,210,984	6,856,127	6,242,400	0	613,727	613,727	561,223	515,350	475,024	439,376				
2027	190,331	\$78.12	\$14,868,427	2%	\$297,369	\$148,684	770,000	856,487	1,726,041	12,696,333	0	0	12,696,333	12,696,333	11,057,298	9,691,987	8,545,182	7,574,567				
2028	158,826	\$79.76	\$12,668,143	2%	\$253,363	\$126,681	770,000	714,715	1,607,103	10,680,995	0	0	10,680,995	10,680,995	8,859,172	7,412,310	6,251,107	5,310,189				
2029	132,598	\$81.44	\$10,798,337	5%	\$539,917	\$107,983	770,000	596,691	1,508,938	8,641,499	0	0	8,641,499	8,641,499	6,826,235	5,451,779	4,397,810	3,580,190				
2030	110,760	\$83.15	\$9,209,139	5%	\$460,457	\$92,091	770,000	498,418	1,428,445	7,228,146	0	0	7,228,146	7,228,146	5,437,881	4,145,561	3,198,721	2,495,529				
2031	92,571	\$84.89	\$7,858,210	7%	\$550,075	\$78,582	770,000	416,571	1,362,997	5,866,556	0	0	5,866,556	5,866,556	4,203,362	3,068,771	2,257,537	1,887,865				
2032	77,419	\$86.67	\$6,709,609	7%	\$469,673	\$67,096	770,000	348,386	1,310,368	4,862,473	0	0	4,862,473	4,862,473	3,318,038	2,304,774	1,627,088	1,165,817				
2033	64,793	\$88.48	\$5,732,826	7%	\$401,298	\$57,328	770,000	291,568	1,268,672	4,005,528	0	0	4,005,528	4,005,528	2,603,123	1,725,990	1,165,509	800,298				
2034	50,225	\$90.33	\$4,536,735	7%	\$317,571	\$45,367	680,000	226,011	1,104,422	3,069,374	0	0	3,069,374	3,069,374	1,899,746	1,202,363	776,619	511,047				
2035	41,736	\$92.22	\$3,848,709	7%	\$269,410	\$38,487	680,000	187,812	1,079,015	2,461,797	0	2,000,000	461,797	461,797	272,212	164,454	101,804	64,074				
2036	0	\$94.14	\$0	10%	\$0	\$0	0	0	0	0	0	0	0	0	0	0	0	0				
Totals	1,026,804		\$84,546,744		\$3,725,464	\$845,467	\$8,305,000	\$4,620,619	\$14,491,984	65,483,828	12,362,400	2,000,000	51,121,428	51,121,428	38,300,261	29,180,039	22,528,132	17,568,924				
Company Share			\$84,546,744		\$3,725,464	\$845,467			\$14,491,984	65,483,828	12,362,400	2,000,000	51,121,428	100.0%								
Gross	1,026,804	\$4.00				1%	500,000	\$4.50														
Net	981,559	Price Differential					\$/yr	\$/STB														
							\$90,000															
							\$/well/yr															

Zenith Energy Ltd**Robbana****April 1, 2024****Production Streams, Revenues and Cash Flows - Probable Plus Possible Reserves****After Income tax**

Year	Company Working Interest	Net operating Income	Net Capital	Abandon & Reclaim	Capital Depreciation - Straight Line - 20%		Capital Deduction	Net Taxable income	Tax Rate	Tax Payable	After Tax Cash flow	Company Share Discounted @				
					\$/yr.	\$/yr.						5%	10%	15%	20%	\$
		\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$	\$/yr.	%	\$/yr.	\$/yr.	\$	\$	\$	\$	\$
2024		(375,000)	\$0	\$0	\$0	0	\$0	(\$375,000)	50%	(\$187,500)	(\$187,500)	0.38	(\$184,101)	(\$180,917)	(\$177,926)	(\$175,109)
2025		(510,000)	\$6,120,000	\$0	\$0	\$1,224,000	\$0	(\$1,734,000)	50%	(\$867,000)	(\$5,763,000)	1.38	(\$5,389,064)	(\$5,055,146)	(\$4,755,422)	(\$4,485,124)
2026		6,856,127	\$6,242,400	\$0	\$0	\$1,224,000	\$1,248,480	\$4,383,647	50%	\$2,191,823	(\$1,578,097)	2.38	(\$1,405,429)	(\$1,258,421)	(\$1,132,338)	(\$1,023,477)
2027		12,696,333	\$0	\$0	\$0	\$1,224,000	\$1,248,480	\$10,223,853	50%	\$5,111,926	\$7,584,406	3.38	\$6,432,914	\$5,498,210	\$4,732,236	\$4,099,066
2028		10,680,995	\$0	\$0	\$0	\$1,224,000	\$1,248,480	\$8,208,515	50%	\$4,104,258	\$6,576,738	4.38	\$5,312,603	\$4,334,286	\$3,568,268	\$2,962,051
2029		8,641,499	\$0	\$0	\$0	\$1,224,000	\$1,248,480	\$6,169,019	50%	\$3,084,510	\$5,556,990	5.38	\$4,275,108	\$3,329,307	\$2,621,734	\$2,085,645
2030		7,228,146	\$0	\$0	\$0	\$0	\$1,248,480	\$5,979,666	50%	\$2,989,833	\$4,238,313	6.38	\$3,105,355	\$2,308,419	\$1,738,779	\$1,325,600
2031		5,866,556	\$0	\$0	\$0	\$0	\$0	\$5,866,556	50%	\$2,933,278	\$2,933,278	7.38	\$2,046,832	\$1,452,386	\$1,046,422	\$764,525
2032		4,862,473	\$0	\$0	\$0	\$0	\$0	\$4,862,473	50%	\$2,431,236	\$2,431,236	8.38	\$1,615,723	\$1,094,368	\$754,193	\$528,061
2033		4,005,528	\$0	\$0	\$0	\$0	\$0	\$4,005,528	50%	\$2,002,764	\$2,002,764	9.38	\$1,267,594	\$819,546	\$540,241	\$362,498
2034		3,069,374	\$0	\$0	\$0	\$0	\$0	\$3,069,374	50%	\$1,534,687	\$1,534,687	10.38	\$925,083	\$570,914	\$359,981	\$231,481
2035		2,461,797	\$0	\$2,000,000	\$0	\$0	\$0	\$461,797	50%	\$230,899	\$230,899	11.38	\$132,554	\$78,087	\$47,096	\$29,022
2036		0	\$0	\$0	\$0	\$0	\$0	\$0	50%	\$0	\$0	12.38	\$0	\$0	\$0	\$0
Totals		65,483,828	12,362,400	2,000,000	0	6,120,000	6,242,400	51,121,428		25,560,714	25,560,714		18,135,171	12,991,040	9,343,263	6,704,240

Zenith Energy Ltd
Robbana

April 1, 2024

R Factor - Royalty Rate - Tax Rate - Depreciation, Probable Plus Possible Reserves

Year	Gross Revenue		Royalty	Corp Tax (Grossed Up)		Net Revenue		Cumulative Net Revenue		Operating Costs		Capital Costs		Total Expenditures		Cumulative Expenditures		R Factor	Royalty Rate	Tax Rate	
	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$/yr.	\$	#	%	%	%		
2024	\$0	\$0	\$0	(\$187,500)	\$187,500	\$187,500	\$2,687,500		375,000	0	375,000		\$25,375,000		0.11	2%	50%				
2025	\$0	\$0	\$0	(\$867,000)	\$867,000	\$867,000	\$3,554,500		510,000	6,120,000	6,630,000		\$32,005,000		0.11	2%	50%				
2026	\$8,316,609	\$166,332	\$2,191,823	\$5,958,453	\$5,958,453	\$9,512,953	\$18,972,085		1,210,984	6,242,400	7,453,384		\$39,458,384		0.24	2%	50%				
2027	\$14,868,427	\$297,369	\$5,111,926	\$9,459,132	\$9,459,132	\$18,972,085	\$27,282,608		1,726,041	0	1,726,041		\$41,184,425		0.46	2%	50%				
2028	\$12,668,143	\$253,363	\$4,104,258	\$8,310,522	\$8,310,522	\$27,282,608	\$34,456,518		1,607,103	0	1,607,103		\$42,791,528		0.64	5%	50%				
2029	\$10,798,337	\$539,917	\$3,084,510	\$7,173,911	\$7,173,911	\$34,456,518	\$40,215,367		1,508,938	0	1,508,938		\$44,300,466		0.78	5%	50%				
2030	\$9,209,139	\$460,457	\$2,989,833	\$5,758,849	\$5,758,849	\$40,215,367	\$44,590,224		1,428,445	0	1,428,445		\$45,728,911		0.88	7%	50%				
2031	\$7,858,210	\$550,075	\$2,933,278	\$4,374,857	\$4,374,857	\$44,590,224	\$48,398,924		1,362,997	0	1,362,997		\$47,091,907		0.95	7%	50%				
2032	\$6,709,609	\$469,673	\$2,431,236	\$3,808,700	\$3,808,700	\$48,398,924	\$51,727,688		1,310,368	0	1,310,368		\$48,402,275		1.00	7%	50%				
2033	\$5,732,826	\$401,298	\$2,002,764	\$3,328,764	\$3,328,764	\$51,727,688	\$54,412,165		1,268,672	0	1,268,672		\$49,670,947		1.04	7%	50%				
2034	\$4,536,735	\$317,571	\$1,534,687	\$2,684,477	\$2,684,477	\$54,412,165	\$57,760,566		1,104,422	0	1,104,422		\$50,775,369		1.07	7%	50%				
2035	\$3,848,709	\$269,410	\$230,899	\$3,348,401	\$3,348,401	\$57,760,566	\$57,760,566		1,079,015	0	1,079,015		\$51,854,384		1.11	10%	50%				
2036	\$0	\$0	\$0	\$0	\$0	\$57,760,566	\$57,760,566		0	0	0		\$51,854,384		1.11	10%	50%				
Totals	\$84,546,744	\$3,725,464	\$25,560,714	\$55,260,566	\$55,260,566	\$55,260,566	\$55,260,566		\$14,491,984	\$12,362,400	\$26,854,384		\$26,854,384		0.10	2%	50%				
																est		\$25,000,000		Opening Balance	
																1		\$2,500,000		Opening Balance	
																WI Factor		Applies Subsequent Year			

TABLE P-1
PROSPECT SYNOPSIS
TRIASSIC PROSPECTS
El Bibane, Tunisia

This Summary contains the information required to be disclosed under NI 51-101, Sec. 5.9. More details regarding the prospects are presented in the Report Discussion, which follows.

1. (a) The Company owns a 100% working interest in the El Bibane Concession on which a Triassic Prospect has been identified, based predominantly on seismic interpretation.
- (b) The subject lands are located in the Jaffara Basin in Northern Tunisia. El Bibane is located about 18 Km offshore in 25 feet of water.
- (c) The expected product from a successful prospect is natural gas.
- (d) The predominant risk on these prospects is the trap and seal which may have been breached due to faulting.
- (e) The economic and risk analysis, justifying undertaking these projects is presented in the following Discussions and a summary of the combined “before and after risk” values for the Forecast Prices and Costs Case are presented below:

Company Net Value, Thousands of Dollars		
	Before Risk	After Risk
Undiscounted	5,513,907	524,391
Discounted @ 5%/year	3,293,740	302,374
Discounted @ 10%/year	2,090,092	182,009
Discounted @ 15%/year	1,387,058	111,706
Discounted @ 20%/year	951,581	68,158

2. (a) This report was prepared by a “Qualified Reserves Evaluator and Auditor” who is independent of the Company.
- (b) This evaluation has been prepared in accordance with COGEH standards.

- (c) The Prospective Resources evaluated in this report are sub-classified as a “Prospect” on the grounds that definite drilling locations can be identified and plans to drill have been considered.
- (d) (i) The applicable resource definitions are contained in the Introduction to this report.

Prospective resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects.

- (ii) The effective date of the evaluation is April 1, 2024.

- (iii) The significant positive and negative factors relevant to this estimate are as follows:

Positive Attributes

- If a discovery is made these prospects could be very large accumulations, as demonstrated by other Triassic reservoirs in north Africa
- the zone of interest has been identified by seismic
- the prospect is located in an active oil field with ample services and infrastructure
- the economic and risk analysis suggests a viable project

Negative Attributes

- there is not a lot of data to describe the reservoir characteristics
- there is no direct analog to develop a highly confident production profile
- in the event of a large discovery a major pipeline will need to be constructed

- (iii.1) (A) The total costs to fully develop the Best Estimate discoveries would be \$363 million.

(B) The initial drilling is expected to commence in 2026. First commercial production is anticipated by 2027.

(C) The recovery technology would be primary natural gas expansion.

(D) This is a conceptual discovery and development.

SUMMARY OF COMPANY RESOURCES AND ECONOMICS

INDEX

Forecast Prices and Costs

Table 1: Summary of Prospective Resources and Economics..... 148

Table 1
Summary of Company Prospective Resources and Economics

April 1, 2024
(as of March 31, 2024)

Zenith Energy Ltd

EI Bibane Triassic Prospect

Description	Resources		Cumulative Cash Flow (BIT) - M\$				
	Gas MMscf		Discounted at:				
	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year
BEFORE RISK							
Best Estimate							
EBB Triassic Prospect	633,738	568,420	5,039,919	2,980,183	1,877,464	1,239,299	846,625
Low Estimate							
EBB Triassic Prospect	326,669	297,183	2,377,310	1,400,560	866,719	554,767	362,486
High Estimate							
EBB Triassic Prospect	1,101,383	984,831	9,124,491	5,500,479	3,526,093	2,367,107	1,645,633
Arithmetic Average							
EBB Triassic Prospect	687,263	616,812	5,513,907	3,293,740	2,090,092	1,387,058	951,581
Chance of Commerciality	10%	10%					
AFTER RISK							
Arithmetic Average After Risk							
EBB Triassic Prospect	68,726	61,681	524,391	302,374	182,009	111,706	68,158

M\$ means thousands of dollars

Gross and Net Resources are the same due to the terms of the PSA agreement.

EL BIBANE TRIASSIC PROSPECT
JAFFARA BASIN, TUNISIA
INDEX

Discussion

Property Description.....	151
Geology.....	151
Prospective Resources.....	152
Productivity Estimates.....	152
Product Prices.....	153
Operating Environment.....	153
Capital Expenditures.....	153
Operating Costs.....	153
Economics and Risk.....	154

Attachments

Figure 1: Triassic Prospect Map.....	156
Table 1: Schedule of Lands, Interests and Royalty Burdens.....	157
Figure 2: Geological Maps and Figures	
a) Stratigraphic Chart.....	158
b) Stratigraphic Correlation Schematic.....	159
Table 2: Summary of Gross Prospective Resources.....	160
Table 3: Summary of Anticipated Capital Expenditures	
a) Development.....	161
b) Abandonment.....	162
Table 4: Summary of Company Prospective Resources and Economics	163
<u>Economic Model</u>	
a) Best Estimate.....	164
b) Low Estimate.....	167
c) High Estimate.....	170
Figure 4: Risk Analysis.....	173
Appendix A – Monte Carlo Simulation.....	175

**EL BIBANE TRIASSIC PROSPECT
JAFFARA BASIN, TUNISIA
DISCUSSION**

Property Description

The Company owns a 100% working interest in the El Bibane Concession, in Tunisia. It is comprised of 56,340 acres of land (228 Km squared) and is located about 18 km offshore Tunisia in 25 feet of water depth. The Concession contains a total of three wells, including one oil/gas producer, which is under a gas cycling scheme, a gas injector and one suspended well.

Besides the producing formations the seismic interpretation over these lands indicates a deeper huge Triassic structure, originally identified by Marathon Petroleum, the original company to hold this concession. This portion of the report is an evaluation of the Triassic Prospect on this concession.

Production will be subject to a complex fiscal regime specifying the government royalties and taxes, which vary according to an “R” factor. The “R” factor is the ratio of accrued net revenue divided by the total accrued expenditures and is slightly different for gas production than for oil.

A map showing the Concession boundary and Triassic Prospect outline is presented on Figure 1 and the description of the ownership and details of the fiscal regime is summarized on Table 1.

Geology

The Ras Hamia B Formation is the primary natural gas prospect in the Middle Triassic for the El Bibane block. The Ras Hamia sandstones and equivalent age sediments, such as the Trias Argilo-Greseux Formation are major hydrocarbon reservoirs in the Ghadame/Berkine and Melrhir Basins in Tunisia and elsewhere in North Africa. This interval has yet to be penetrated in the El Bibane concession, however a number of wells in the vicinity of the Company’s blocks have encountered the Ras Hamia Formation.

For Triassic evaluation purposes the relevant geology begins with the Silurian age Tannezuft shale, a regionally extensive rich source rock. From regional control in Lybia it almost certainly extends into Northern Tunisia. From Marathon’s interpretation, there is very little risk that a satisfactory mature

source rock not is not present to feed the Triassic reservoir on this concession. As the Triassic unconformably overlies the Silurian in many areas the migration route should not be a problem either.

The Ras Hamia Formation is a sand shale sequence at the top of Middle Triassic, unconformably overlain by an Upper Triassic evaporitic and dolomitic sequence, which provide excellent regional top seals.

A stratigraphic chart for this Basin is attached, Figure 2a and a stratigraphic correlation schematic demonstrating the Ras Hamia B formation orientation is presented in Figure 2b.

Prospective Resources

Prospective resources have been estimated through the use of a Monte Carlo simulation (the Model), which was found to be the best means of representing the ranges of reservoir parameters and resource volumes, in view of the degree of uncertainty in the parameters and lack of a definite analog reservoir. However, the data provided in material from Marathon was sufficient to establish confident ranges for each parameter for input into the model.

Prospective resources of 633,738, 326,669 and 1,101,338 MMscf have been assigned to the Best, Low and High cases for the applicable performance profile for each case. A shrinkage of 8% was used to convert the raw gas to Marketable Resources. For this evaluation, to be conservative, only the primary product has been included. In reality there may be significant liquid recoveries from this gas, although there is no evidence to demonstrate that circumstance.

A summary of the Prospective Resources is presented on Table 2 and the full Monte Carlo presentation of inputs and results is presented in the Appendix A.

Productivity Estimates

Production forecasts have been developed for each case, based on reasonable expectations in consideration of the resources to be recovered in approximately a 20-year life and the well count to be drilled in each case.

The estimated initial rate per well for each case is presented on Table 2 and the forecast is presented on page one of each of the economic analysis files.

Product Prices

For this evaluation a gas price based on the latest World Bank European forecast has been used on par.

Operating Environment

This prospect is situated in an active onshore and offshore oil and gas field environment within economic reach of a major gas pipeline connected to Italy and the rest of Europe.

Capital Expenditures

The total cost to fully develop this prospect (Best estimate) is \$363 million (\$363 million net to the Company). This includes a seismic program the drilling, completion and equipping of four gas wells, a local gas handling and processing facility and a 400 Km 8" pipeline to the main gas export line. Drilling costs were based on the data from the reserves portion extrapolated to the deeper zone.

The total cost for the Low case, is \$338 million (338 million net to the Company), including only three wells, and for the High case \$465 million (465 net to the Company), including six wells and a 10" line.

For the purpose of conducting a prospect risk analysis, we have assumed that the seismic cost and drilling of a D&A exploration well would terminate the project. The net dry hole costs (capital exposure) would be \$30,000 thousand.

Capital expenditures for this project are shown on Table 3a and page one of each of the economic analyses Table 4a, 4b and 4c.

Abandonment and decommissioning costs have been accounted for at \$500,000 per well, in the final year of production. Facilities would be assigned to or taken over by the government as presented on Table 3b.

Operating Costs

Fixed operating costs have been estimated to be \$10,000,000 per year plus an additional \$300,000 per well per year.

Variable operating costs of \$0.25/Mscf have been estimated for gas processing and handling.

Economics and Risk

The results of the economic analysis, before income tax are summarized in Table 4, and the before risk cash flows are presented in Tables 4a, 4b and 4c, for the best, low and high estimates, respectively. The before risk analysis for each case represents the results of an assumed successful exploration program and development model having parameters which are considered to be reasonable based on the information available. This defines the 100% Chance of Success (COS) case.

A risk analysis has been performed to determine the feasibility of the Company participating in this project and to determine the after-risk value, utilizing the "Expected Value" technique. In this procedure the Success Case, established by the arithmetic average of the best, low and high estimate results, is offset by the Failure Case (COS=0%).

The failure case (COS=0%) is defined by the net capital exposure or amount of expenditure made by the Company before deciding to stop further activity on the project. This might include one or more dry holes and any land, geological or geophysical expenses undertaken prior to drilling. The capital exposure of this project net to the Company is \$30,000,000 representing the cost of drilling one dry and abandoned exploration well.

The Success Case and Failure Case represent the boundary conditions for the risk analysis. The after-risk value is determined by applying the Chance of Commerciality (COC) to the equation: [Net present value of Success case at the designated DCF% times COC, less capital exposure times (1-COC)].

In establishing the Chance of Commerciality, consideration has been given to the Chance of Discovery, which involves geological factors and the Chance of Development, which involves other factors related to the likelihood of full development, once a discovery is made. The Chance of Commerciality is the product of the Chance of Discovery and the Chance of Development.

The Chance of Discovery, or geological factors, include the four main geological components of a petroleum system needed for commercial production: source rocks capable to generate enough economic volumes of hydrocarbons, presence of reservoir rocks of reasonable quality to accumulate hydrocarbons, a trapping mechanism with a good vertical and lateral seal to hold and retain

hydrocarbons, and proper geological timing to coincide with the hydrocarbon generation, expulsion, reservoir presence, and traps formation, and for hydrocarbons to migrate into the trap.

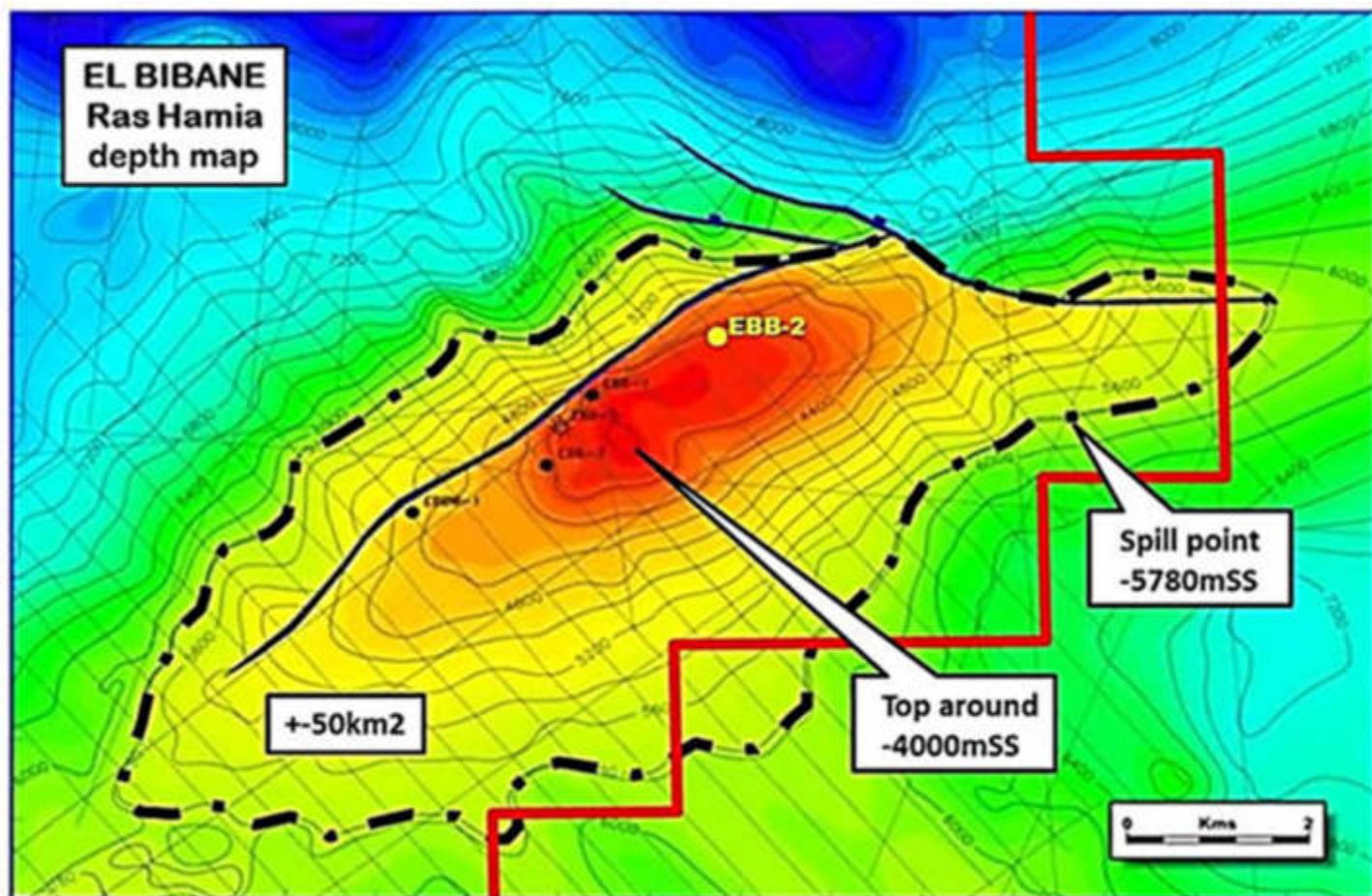
The ranges of chance of success assigned to each of these geological factors can be qualitatively described so that COS 5% to 30% is unfavourable, COS 30% to 50% is questionable, COS 50% is neutral, COS 50% to 70% is encouraging and COS 70% to 95% is considered favourable. A neutral assessment would apply in cases of lack of data or information. The product of all four of these factors results in the overall geological Chance of Discovery.

For this project the results of estimating the overall geological chance of discovery for the Triassic formation is 15%, as shown in Figure 4. The source rock element was rated at 75% based on the existence of prolific source rocks that have generated hydrocarbons in large quantities, as seen in numerous producing fields in the basin. The rating of 75% was also given to the factor of geological timing and hydrocarbon migration that is proved via carrier beds, faults and juxtaposition reservoirs. A rating of 65% was assigned to the reservoir rocks' factor. The rating for the geological trap and reservoir seal elements was estimated at 50%, based on the best geological assumptions that similar Triassic reservoirs experienced in the immediate area. Much of the above judgement was based on a project summary developed by Marathon while the property was under its control.

The Chance of Development risk factors include Economic Viability (production forecast, capital and operating costs and price forecast), Market Access, Production and Transportation Infrastructure (facilities and pipelines), Regulatory and Social License, Corporate and External Approvals and a Reasonable Timetable for Development (development plan). For this report, we have assigned an overall Chance of Development of 66%.

For this project the results of the risk analysis before income tax indicate that in order to achieve a 10 percent rate of return a minimum COC of 1 percent would be required. Since we have estimated a COC of 10 percent, the Company's development of this project is considered feasible.

The graphical presentation of the risk analysis and the supporting data and results, before and after risk are shown on Figure 4.



Source: Candax Presentation, May 2020, p. 39

ZENITH ENERGY LTD.

EL BIBANE CONCESSION

TUNISIA

TRIASSIC PROSPECT MAP

APR. 2024

JOB No. 7041 FIGURE No. 1

Table 1

Schedule of Lands, Interests and Royalty Burdens
April 1, 2024

Zenith Energy Ltd

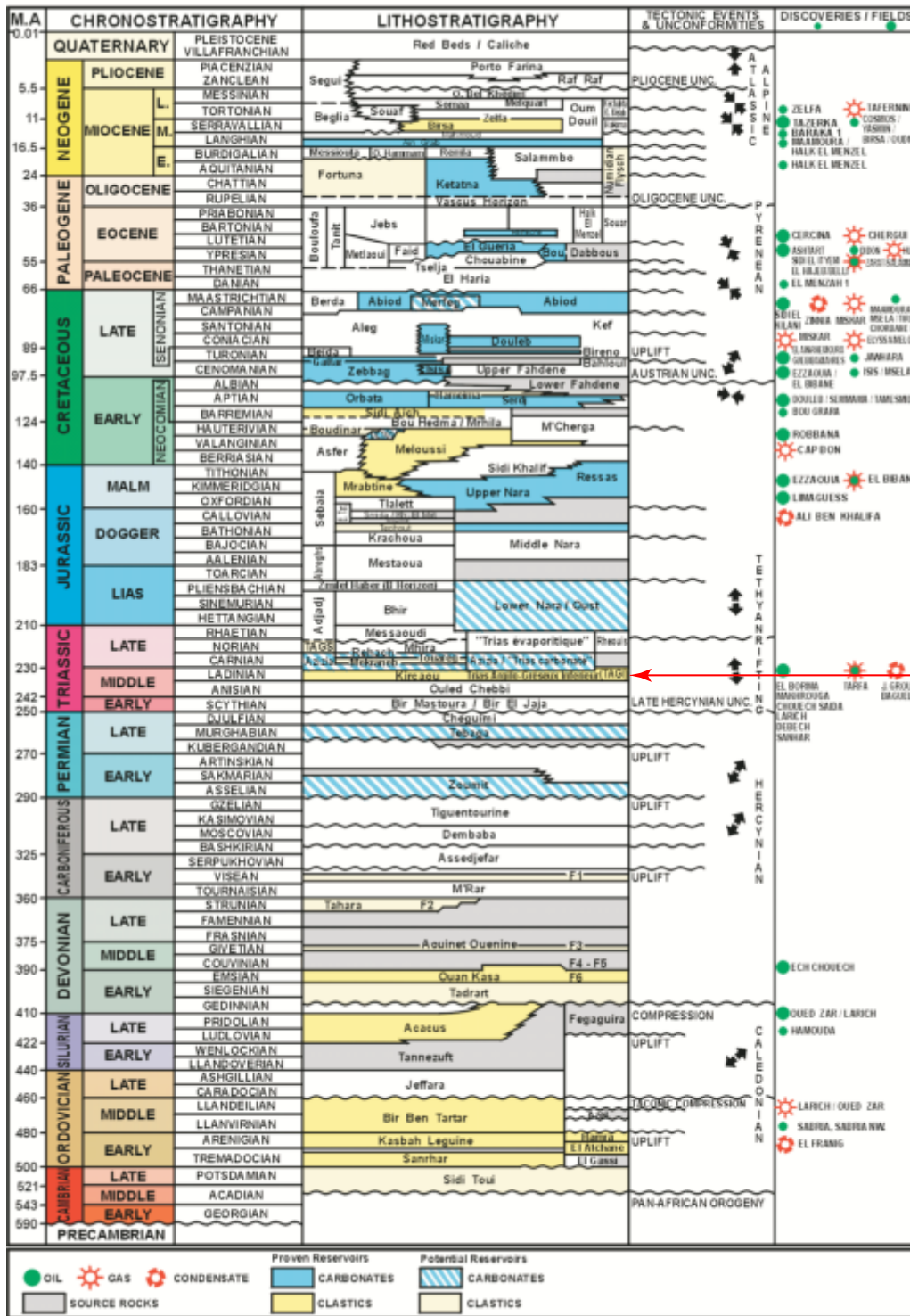
El Bibane Concession, Tunisia

Description	Gross Acres	Appraised Interest		Royalty Burdens	
		Working %	Royalty %	Basic %	Overriding %
Ezzaouia Concession	228 Km squared (56,340 Acres)	100.0000	-	[1]	-

Note: [1] The royalty rate is determined by an "R" Factor, which is the ratio of accrued net earnings over the total accrued expenditures

	Gas		
Royalty Rate =	2%	When "R" Factor is	< 0.5
	4%		0.5 to 0.8
	6%		0.8 to 1.1
	8%		1.1 to 1.5
	9%		1.5 to 2.0
	10%		2.0 to 2.5
	11%		> 2.5

TUNISIAN STRATIGRAPHIC CHART



ZENITH ENERGY LTD.

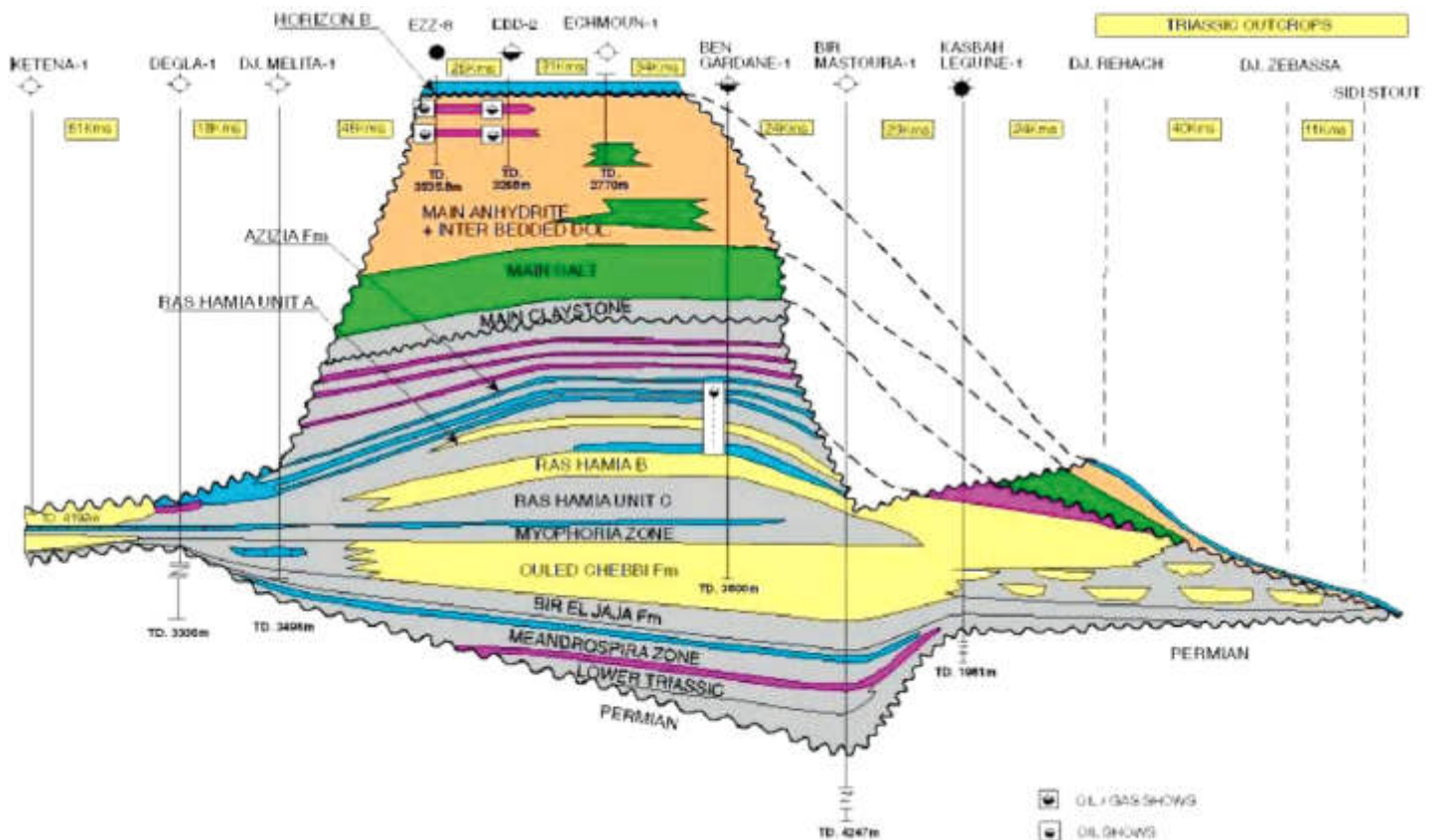
EL BIBAN CONCESSION

TUNISIA

STRATIGRAPHIC CHART

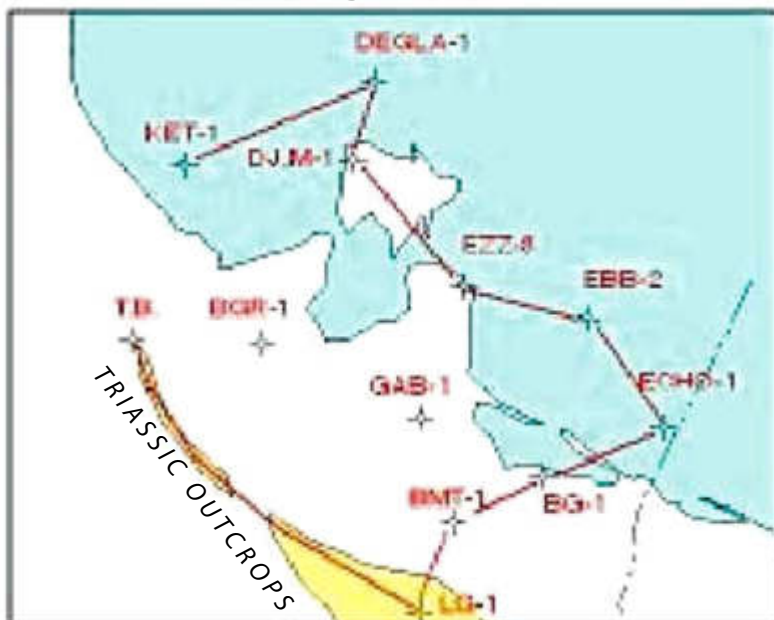
APR. 2024

JOB No. 7041 FIGURE No. 2a



Source: Ryder Scott Company Petroleum Consultants, Candax Report 2007

INDEX MAP



ZENITH ENERGY LTD.

EL BIBANE CONCESSION

TUNISIA

**STRATIGRAPHIC CORRELATION
Schematic**

APR. 2024

JOB No. 7041 FIGURE No. 2b

Table 2

Summary of Gross Resources
April 1, 2024

El Bibane Concession, Tunisia

		Predicted Initial Rate Mscf/d/well	Prospective Resources			Reference
Description			Raw Gas (MMscf)	Sales Gas (MMscf)	NGLs (MBbls)	
<u>Prospective Resources</u>						
<u>Best Estimate</u>						
Deep Prospect - 4 wells	Triassic	40,000	688,846	633,738	0	Monte Carlo - P50
Total Best Estimate			688,846	633,738	0	
<u>Low Estimate</u>						
Deep Prospect - 3 wells	Triassic	27,500	355,075	326,669	0	Monte Carlo - P10
Total Low Estimate			355,075	326,669	0	
<u>High Estimate</u>						
Deep Prospect - 6 wells	Triassic	50,000	1,197,155	1,101,383	0	Monte Carlo - P90
Total High Estimate			1,197,155	1,101,383	0	

Table 3a

**Summary of Anticipated Capital Expenditures
Development**

April 1, 2024

Zenith Energy Ltd

El Bibane Concession, Tunisia

Description	Date	Operation	Capital Interest %	Gross Capital M\$	Net Capital M\$
Prospective Resources					
<u>Best Estimate</u>					
Exploration	2025	Seismic program	100%	5,000	5,000
First well	2026	Drill, Complete and tie-in one well	100%	25,000	25,000
Gas Facility	2026	Separator , dehyde and local piping and site buildings	100%	50,000	50,000
Gas Transmission pipeline	2026	400 kilometer, 8" line	100%	208,000	208,000
Second and Third wells	2027	Drill, Complete and tie-in two wells	100%	50,000	50,000
Final Well	2028	Drill, Complete and tie-in one well	100%	25,000	25,000
Total Best Estimate				363,000	363,000
-					
<u>Low Estimate</u>					
Exploration	2025	Seismic program	100%	5,000	5,000
First well	2026	Drill, Complete and tie-in one well	100%	25,000	25,000
Gas Facility	2026	Separator , dehyde and local piping and site buildings	100%	50,000	50,000
Gas Transmission pipeline	2026	400 kilometer, 8" line	100%	208,000	208,000
Second and Third wells	2027	Drill, Complete and tie-in two wells	100%	50,000	50,000
Total Low Estimate				338,000	338,000
<u>High Estimate</u>					
Exploration	2025	Seismic program	100%	5,000	5,000
First well	2026	Drill, Complete and tie-in one well	100%	25,000	25,000
Gas Facility	2026	Separator , dehyde and local piping and site buildings	100%	50,000	50,000
Gas Transmission pipeline	2026	400 kilometer, 10" line	100%	260,000	260,000
Second,Third and Fourth wells	2027	Drill, Complete and tie-in three wells	100%	75,000	75,000
Final two Wells	2028	Drill, Complete and tie-in two wells	100%	50,000	50,000
Total Best Estimate				465,000	465,000

Table 3b
Summary of Anticipated Capital Expenditures
Abandonment and Restoration

April 1, 2024

Zenith Energy Ltd

El Bibane Concession, Tunisia

Description	Well Parameters	Capital Interest %	Gross Capital M\$	Net Capital M\$
<u>Prospective Resources</u>				
<u>Best Estimate</u>				
Deep Prospect - 4 wells	Triassic	100%	2,000	2,000
	Total Best Estimate		2,000	2,000
<u>Low Estimate</u>				
Deep Prospect - 3 wells	Triassic	100%	1,500	1,500
	Total Best Estimate		1,500	1,500
<u>High Estimate</u>				
Deep Prospect - 6 wells	Triassic	100%	3,000	3,000
	Total Best Estimate		3,000	3,000

Note: The above capital values are expressed in terms of current dollar values without escalatic

Table 4
Summary of Company Prospective Resources and Economics

April 1, 2024
(as of March 31, 2024)

Zenith Energy Ltd

EI Bibane Triassic Prospect

Description	Resources		Cumulative Cash Flow (BIT) - M\$				
	Gas MMscf		Discounted at:				
	Gross	Net	Undisc.	5%/year	10%/year	15%/year	20%/year
BEFORE RISK							
Best Estimate							
EBB Triassic Prospect	633,738	568,420	5,039,919	2,980,183	1,877,464	1,239,299	846,625
Low Estimate							
EBB Triassic Prospect	326,669	297,183	2,377,310	1,400,560	866,719	554,767	362,486
High Estimate							
EBB Triassic Prospect	1,101,383	984,831	9,124,491	5,500,479	3,526,093	2,367,107	1,645,633
Arithmetic Average							
EBB Triassic Prospect	687,263	616,812	5,513,907	3,293,740	2,090,092	1,387,058	951,581
Chance of Commerciality	10%	10%					
AFTER RISK							
Arithmetic Average After Risk							
EBB Triassic Prospect	68,726	61,681	524,391	302,374	182,009	111,706	68,158

M\$ means thousands of dollars

Gross and Net Resources are the same due to the terms of the PSA agreement.

Production and Capital Forecast - Prospective Resources - Best Estimate

[illegible]

Decline % = First year prod Months.	11%	12	40,000
IP Mscf/d			

Cost /ID

IP Mscf/d 40,000

Table 4a, Page 2
Zenith Energy Ltd
El Bibane Triassic Prospect
April 1, 2024

Production Streams, Revenues and Cash Flows - Prospective Resources - Best Estimate
Before Income Tax

Year	Gross Production Mscf/yr	Gross Sales Mscf/yr	Gas Price \$/Mscf	Gross Revenue M\$/yr.	Royalty Rate %	Royalty M\$/yr.	Export Payment \$/yr.	Operating Costs - M\$/yr.				Total (Escalated)	Project Total Revenue (Operating Cash Flow) M\$/yr.	Total Capital Costs M\$/yr.	Abandon & Reclamam M\$/yr.	Net Cash Flow (Profit) M\$/yr.	Net Cash Flow (Profit) M\$/yr.	Company Share Discounted @			
								Fixed	Variable	Remedial Work	MS/yr.							5%	10%	15%	20%
2025	0	0	\$10.50	\$0	5%	\$0	\$0	0	0	0	0	0	5,100	0	(5,100)	(5,100)	1.38	(4,769)	(4,474)	(4,208)	(3,989)
2026	0	0	\$10.50	\$0	4%	\$0	\$0	0	0	0	0	0	294,433	0	(294,433)	(294,433)	2.38	(262,218)	(234,790)	(211,266)	(190,955)
2027	14,600,000	13,432,000	\$10.50	\$141,036	2%	\$2,821	\$1,410	10,300	3,650	0	14,804	122,001	53,060	0	68,941	68,941	3.38	58,474	49,978	43,015	37,260
2028	43,800,000	40,296,000	\$10.50	\$423,108	2%	\$8,462	\$4,231	10,900	10,950	0	23,651	386,764	27,061	0	359,703	359,703	4.38	290,563	237,056	195,160	162,004
2029	58,400,000	53,728,000	\$10.50	\$564,144	6%	\$33,849	\$5,641	11,200	14,600	0	28,485	496,169	0	0	496,169	496,169	5.38	381,713	297,265	234,088	186,222
2030	58,400,000	53,728,000	\$10.50	\$564,144	8%	\$45,132	\$5,641	11,200	14,600	0	29,055	484,316	0	0	484,316	484,316	6.38	354,852	263,785	198,692	151,478
2031	58,400,000	53,728,000	\$10.50	\$564,144	9%	\$50,773	\$5,641	11,200	14,600	0	29,636	478,094	0	0	478,094	478,094	7.38	333,612	238,724	170,556	124,610
2032	56,781,063	52,238,568	\$10.50	\$548,505	10%	\$54,860	\$5,485	11,200	14,195	0	29,755	458,415	0	0	458,415	458,415	8.38	304,648	208,345	142,205	99,967
2033	52,103,731	47,935,432	\$10.50	\$503,322	11%	\$55,365	\$5,033	11,200	13,026	0	28,952	413,971	0	0	413,971	413,971	9.38	262,012	169,400	111,668	74,928
2034	46,326,115	42,620,026	\$10.50	\$447,510	11%	\$49,226	\$4,475	11,200	11,582	0	27,771	366,038	0	0	366,038	366,038	10.38	220,642	136,169	85,859	55,210
2035	41,180,160	37,894,027	\$10.50	\$397,887	11%	\$43,768	\$3,979	11,200	10,297	0	26,729	323,412	0	0	323,412	323,412	11.38	185,664	109,374	65,966	40,651
2036	36,621,826	33,692,080	\$10.50	\$353,767	11%	\$38,914	\$3,538	11,200	9,155	0	25,816	285,499	0	0	285,499	285,499	12.38	156,094	87,775	50,637	29,905
2037	32,560,949	29,966,073	\$10.50	\$314,539	11%	\$34,599	\$3,145	11,200	8,140	0	25,019	251,775	0	0	251,775	251,775	13.38	131,101	70,370	38,831	21,977
2038	28,950,369	26,634,340	\$10.50	\$279,661	11%	\$30,763	\$2,797	11,200	7,238	0	24,328	221,773	0	0	221,773	221,773	14.38	109,980	56,349	29,743	16,132
2039	25,740,156	23,680,943	\$10.50	\$248,650	11%	\$27,351	\$2,486	11,200	6,435	0	23,734	195,077	0	0	195,077	195,077	15.38	92,134	45,060	22,750	11,825
2040	22,895,912	21,055,039	\$10.50	\$221,078	11%	\$24,319	\$2,211	11,200	5,721	0	23,230	171,319	0	0	171,319	171,319	16.38	77,060	35,975	17,373	8,954
2041	20,346,167	18,720,313	\$10.50	\$196,563	11%	\$21,622	\$1,966	11,200	5,087	0	22,806	150,170	0	0	150,170	150,170	17.38	64,331	28,667	13,242	6,321
2042	18,091,823	16,644,478	\$10.50	\$174,767	11%	\$19,224	\$1,748	11,200	4,523	0	22,456	131,339	0	0	131,339	131,339	18.38	53,585	22,793	10,071	4,607
2043	16,085,679	14,798,825	\$10.50	\$155,388	11%	\$17,093	\$1,554	11,200	4,021	0	22,175	114,566	0	0	114,566	114,566	19.38	44,516	18,075	7,639	3,349
2044	14,301,990	13,157,830	\$10.50	\$138,157	11%	\$15,197	\$1,382	11,200	3,575	0	21,956	99,623	0	0	99,623	99,623	20.38	36,866	14,288	5,776	2,427
2045	12,716,088	11,698,801	\$10.50	\$122,837	11%	\$13,512	\$1,228	11,200	3,179	0	21,794	86,303	0	0	86,303	86,303	21.38	30,416	11,253	4,351	1,752
2046	11,306,041	10,401,558	\$10.50	\$109,216	11%	\$12,014	\$1,092	11,200	2,827	0	21,685	74,426	0	0	74,426	74,426	22.38	24,981	8,822	3,263	1,259
2047	10,052,351	9,248,163	\$10.50	\$97,106	11%	\$10,682	\$971	11,200	2,513	0	21,624	63,629	0	0	63,629	63,629	23.38	20,404	6,878	2,433	900
2048	6,957,871	6,401,241	\$10.50	\$67,213	11%	\$7,393	\$672	10,900	1,739	0	20,330	38,818	0	0	38,818	38,818	24.38	11,818	3,803	1,287	458
2049	2,226,721	2,048,583	\$10.50	\$21,510	11%	\$2,396	\$215	6,180	557	0	11,052	7,877	0	2,000	5,877	5,877	25.38	1,704	523	169	58
Totals	688,846,000	633,736,320		6,654,252		\$619,295	\$66,543	\$251,080	\$172,212	\$0	\$546,841	5,421,573	379,654	2,000	5,039,919	5,039,919		2,980,183	1,877,464	1,239,299	846,625
Company Gross	633,736,320			\$6,654,252		\$619,295	\$66,543	\$251,080	\$172,211.50		\$546,841	5,421,573	379,654	2,000	5,039,919	5,039,919					100.0%
Company Net	568,420,427																				
Shrinkage				8%																	
Price Differential																					
Price																					
\$/Mscf																					
1%																					
10,000																					
M\$/yr																					
\$/Mscf																					
\$300																					
M\$/well/yr																					

Zenith Energy Ltd
El Bibane Triassic Prospect
April 1, 2024

R Factor - Royalty Rate - Tax Rate - Depreciation, Prospective Resources - Best Estimate

Year	Gross Revenue	Royalty	Corp Tax (Grossed Up)	Net Revenue	Cumulative Net Revenue	Operating Costs	Capital Costs	Total Expenditures	Cumulative Expenditures	R Factor	Royalty Rate	Tax Rate
	M\$/yr.	M\$/yr.	M\$/yr.	M\$/yr.	M\$	M\$/yr.	M\$/yr.	M\$/yr.	M\$	#	%	%
2025	\$0	\$0	\$510	\$510	\$72,510	0	5,100	5,100	\$101,100	0.72	4%	50%
2026	\$0	\$0	\$29,953	\$29,953	\$102,463	0	294,433	294,433	\$395,533	0.26	2%	50%
2027	\$141,036	\$2,821	\$25,741	\$112,474	\$214,937	14,804	53,060	67,864	\$463,397	0.46	2%	50%
2028	\$423,108	\$8,462	\$155,416	\$259,229	\$474,167	23,651	27,061	50,712	\$514,109	0.92	6%	50%
2029	\$564,144	\$33,849	\$210,119	\$320,176	\$794,343	28,485	0	28,485	\$542,595	1.46	8%	50%
2030	\$564,144	\$45,132	\$204,703	\$314,310	\$1,108,653	29,055	0	29,055	\$571,650	1.94	9%	55%
2031	\$564,144	\$50,773	\$254,138	\$259,233	\$1,367,886	29,636	0	29,636	\$601,286	2.27	10%	60%
2032	\$548,505	\$54,850	\$271,802	\$221,853	\$1,589,739	29,755	0	29,755	\$631,040	2.52	11%	65%
2033	\$503,322	\$55,365	\$269,081	\$178,875	\$1,768,614	28,952	0	28,952	\$659,993	2.68	11%	65%
2034	\$447,510	\$49,226	\$237,925	\$160,359	\$1,928,974	27,771	0	27,771	\$687,763	2.80	11%	65%
2035	\$397,887	\$43,768	\$210,218	\$143,902	\$2,072,876	26,729	0	26,729	\$714,492	2.90	11%	65%
2036	\$353,767	\$38,914	\$185,574	\$129,278	\$2,202,154	25,816	0	25,816	\$740,308	2.97	11%	65%
2037	\$314,539	\$34,599	\$163,654	\$116,285	\$2,318,439	25,019	0	25,019	\$765,327	3.03	11%	70%
2038	\$279,661	\$30,763	\$155,241	\$93,657	\$2,412,096	24,328	0	24,328	\$789,655	3.05	11%	70%
2039	\$248,650	\$27,351	\$136,554	\$84,744	\$2,496,840	23,734	0	23,734	\$813,389	3.07	11%	70%
2040	\$221,078	\$24,319	\$119,923	\$76,836	\$2,573,676	23,230	0	23,230	\$836,619	3.08	11%	70%
2041	\$196,563	\$21,622	\$105,119	\$69,822	\$2,643,498	22,806	0	22,806	\$859,424	3.08	11%	70%
2042	\$174,767	\$19,224	\$91,937	\$63,606	\$2,707,104	22,456	0	22,456	\$881,881	3.07	11%	70%
2043	\$155,388	\$17,093	\$80,196	\$58,099	\$2,765,202	22,175	0	22,175	\$904,055	3.06	11%	70%
2044	\$138,157	\$15,197	\$69,736	\$53,224	\$2,818,426	21,956	0	21,956	\$926,011	3.04	11%	70%
2045	\$122,837	\$13,512	\$60,412	\$48,913	\$2,867,340	21,794	0	21,794	\$947,805	3.03	11%	70%
2046	\$109,216	\$12,014	\$52,098	\$45,105	\$2,912,444	21,685	0	21,685	\$969,490	3.00	11%	70%
2047	\$97,106	\$10,682	\$44,680	\$41,744	\$2,954,188	21,624	0	21,624	\$991,114	2.98	11%	65%
2048	\$67,213	\$7,393	\$25,231	\$34,588	\$2,988,776	20,330	0	20,330	\$1,011,443	2.95	11%	65%
2049	\$21,510	\$2,366	\$3,820	\$15,324	\$3,004,100	11,052	0	11,052	\$1,022,496	2.94	11%	65%
Totals	\$6,236,370	\$573,328	\$2,916,615	\$2,746,426		\$450,357	\$379,654	\$830,011				
			1.0	est	\$72,000			est	\$96,000	0.75	5%	50%
			WI Factor		Opening Balance				Opening Balance		Applies Subsequent Year	

Zenith Energy Ltd
El Bibane Triassic Prospect
April 1, 2024

Production and Capital Forecast - Prospective Resources - Low Estimate

Development Program -										Capital Expenditures - M\$																							
Single Well Production Profile					# Wells					# Wells					Well					Total Capital													
Year	Days		Mscf/d	Year	Well Count	# Wells		# Wells		Mscf/yr	Total GAS Sales		Exploration	Completion	Drilling & Fac. & Tie-ins	Facility	Pipeline	Total Capital (Escalated)															
	On	Mscf/yr				1	2	Mscf/d	Mscf/yr																								
1	27,500	365	10,037,500	2025	0	0	-	-	0	0	0	5,000	0	20,000	5,000	0	0	5,100															
2	27,500	365	10,037,500	2026	0	0	0	0	0	0	0	0	0	40,000	10,000	50,000	208,000	294,433															
3	27,500	365	10,037,500	2027	1	10,037,500	0	0	0	10,037,500	27,500	0	0	0	0	0	0	53,060															
4	27,500	365	10,037,500	2028	3	10,037,500	20,075,000	0	0	30,112,500	82,500	0	0	0	0	0	0	0															
5	27,500	365	10,037,500	2029	3	10,037,500	20,075,000	0	0	30,112,500	82,500	0	0	0	0	0	0	0															
6	24,658	365	9,000,022	2030	3	10,037,500	20,075,000	0	0	30,112,500	82,500	0	0	0	0	0	0	0															
7	22,109	365	8,069,778	2031	3	10,037,500	20,075,000	0	0	30,112,500	82,500	0	0	0	0	0	0	0															
8	19,824	365	7,235,684	2032	3	9,000,022	20,075,000	0	0	29,075,022	79,658	0	0	0	0	0	0	0															
9	17,775	365	6,487,802	2033	3	8,069,778	18,000,044	0	0	26,069,821	71,424	0	0	0	0	0	0	0															
10	15,938	365	5,817,221	2034	3	7,235,684	16,139,555	0	0	23,375,239	64,042	0	0	0	0	0	0	0															
11	14,290	365	5,215,952	2035	3	6,487,802	14,471,367	0	0	20,959,169	57,422	0	0	0	0	0	0	0															
12	12,813	365	4,676,830	2036	3	5,817,221	12,975,604	0	0	18,792,825	51,487	0	0	0	0	0	0	0															
13	11,489	365	4,193,432	2037	3	5,215,952	11,634,443	0	0	16,850,395	46,165	0	0	0	0	0	0	0															
14	10,301	365	3,759,998	2038	3	4,676,830	10,431,904	0	0	15,108,734	41,394	0	0	0	0	0	0	0															
15	9,237	365	3,371,364	2039	3	4,193,432	9,353,660	0	0	13,547,092	37,115	0	0	0	0	0	0	0															
16	8,282	365	3,022,899	2040	3	3,759,998	8,386,864	0	0	12,146,862	33,279	0	0	0	0	0	0	0															
17	7,426	365	2,710,451	2041	3	3,371,364	7,519,996	0	0	10,891,360	29,839	0	0	0	0	0	0	0															
18	6,658	365	2,430,299	2042	3	3,022,899	6,742,727	0	0	9,765,626	26,755	0	0	0	0	0	0	0															
19	5,970	365	2,179,102	2043	3	2,710,451	6,045,798	0	0	8,756,249	23,990	0	0	0	0	0	0	0															
20	0	365	0	2044	3	2,430,299	5,420,903	0	0	7,851,201	21,510	0	0	0	0	0	0	0															
21	0	365	0	2045	3	2,179,102	4,860,597	0	0	7,039,699	19,287	0	0	0	0	0	0	0															
22	0	365	0	2046	2	0	4,358,205	0	0	4,358,205	11,940	0	0	0	0	0	0	0															
23	0	365	0	2047	0	0	0	0	0	0	0	0	0	0	0	0	0	0															
24	0	365	0	2048	0	0	0	0	0	0	0	0	0	0	0	0	0	0															
25	0	365	0	2049	0	0	0	0	0	0	0	0	0	0	0	0	0	0															
Total	118,358,333			118,358,333			236,716,666			0			355,074,999			5,000			60,000			15,000			50,000			208,000			352,594		

Zenith Energy Ltd
El Bibane Triassic Prospect
April 1, 2024

Production Streams, Revenues and Cash Flows - Prospective Resources - Low Estimate
Before Income Tax

Year	Gross Production Mscf/yr	Gross Sales Mscf/yr	Gas Price \$/Mscf	Gross Revenue M\$/yr.	Royalty Rate %	Royalty M\$/yr.	Export Payment \$/yr.	Operating Costs - M\$/yr.				Total (Escalated)	Project Total Revenue (Operating Cash Flow)		Total Capital Costs M\$/yr.	Abandon & Reclamation M\$/yr.	Project Undiscounted		Company's Share Discounted @					
								Fixed	Variable		Remedial Work		M\$/yr.	M\$/yr.			M\$/yr.	M\$/yr.	Net Cash Flow (Profit)	Net Cash Flow (Profit)	t	MS	15%	20%
									M\$/yr.	M\$/yr.														
2025	0	0	\$10.50	\$0	5%	\$0	\$0	0	0	0	0	0	5,100	0	(5,100)	1.38	(4,769)	(4,208)	(3,989)					
2026	0	0	\$10.50	\$0	4%	\$0	\$0	0	0	0	0	0	294,433	0	(294,433)	2.38	(282,218)	(234,790)	(190,965)					
2027	10,037,500	9,234,500	\$10.50	\$96,962	2%	\$1,939	\$970	10,300	2,509	0	13,593	80,460	0	53,060	0	27,400	3.38	17,096	19,863	14,608				
2028	30,112,900	27,703,500	\$10.50	\$290,887	2%	\$5,818	\$2,909	10,900	7,528	0	19,947	262,213	0	0	0	262,213	4.38	211,812	172,807	142,266				
2029	30,112,900	27,703,500	\$10.50	\$290,887	4%	\$11,635	\$2,909	10,900	7,528	0	20,346	255,996	0	0	0	255,996	5.38	196,943	153,373	96,080				
2030	30,112,900	27,703,500	\$10.50	\$290,887	8%	\$23,271	\$2,909	10,900	7,528	0	20,753	243,954	0	0	0	243,954	6.38	178,742	132,871	100,083				
2031	30,112,900	27,703,500	\$10.50	\$290,887	8%	\$23,271	\$2,909	10,900	7,528	0	21,168	243,539	0	0	0	243,539	7.38	169,941	120,586	83,676				
2032	29,075,022	26,749,020	\$10.50	\$280,865	9%	\$25,278	\$2,809	10,900	7,269	0	21,288	231,491	0	0	0	231,491	8.38	153,841	104,200	50,279				
2033	26,069,821	23,984,236	\$10.50	\$251,834	9%	\$22,665	\$2,518	10,900	6,517	0	20,815	205,836	0	0	0	205,836	9.38	130,278	84,229	37,256				
2034	23,375,239	21,505,220	\$10.50	\$225,805	9%	\$20,322	\$2,258	10,900	5,844	0	20,411	182,814	0	0	0	182,814	10.38	110,197	68,008	27,574				
2035	20,959,169	19,282,436	\$10.50	\$202,466	10%	\$20,247	\$2,025	10,900	5,240	0	20,068	160,127	0	0	0	160,127	11.38	91,925	54,153	20,127				
2036	18,792,825	17,289,399	\$10.50	\$181,539	10%	\$18,154	\$1,815	10,900	4,698	0	19,782	141,787	0	0	0	141,787	12.38	77,521	43,592	14,851				
2037	16,850,395	15,502,363	\$10.50	\$162,775	10%	\$16,277	\$1,628	10,900	4,213	0	19,550	125,320	0	0	0	125,320	13.38	65,255	35,026	10,839				
2038	15,108,734	13,900,035	\$10.50	\$145,950	10%	\$14,595	\$1,460	10,900	3,777	0	19,366	110,530	0	0	0	110,530	14.38	54,813	28,084	9,840				
2039	13,547,692	12,463,325	\$10.50	\$130,865	10%	\$13,086	\$1,309	10,900	3,387	0	19,228	97,242	0	0	0	97,242	15.38	45,927	22,462	5,894				
2040	12,146,862	11,175,113	\$10.50	\$117,339	10%	\$11,734	\$1,173	10,900	3,037	0	19,132	85,299	0	0	0	85,299	16.38	38,368	17,912	4,399				
2041	10,891,360	10,020,051	\$10.50	\$105,211	10%	\$10,521	\$1,052	10,900	2,723	0	19,075	74,562	0	0	0	74,562	17.38	31,941	14,234	3,139				
2042	9,765,626	8,984,376	\$10.50	\$94,336	10%	\$9,434	\$943	10,900	2,441	0	19,055	64,904	0	0	0	64,904	18.38	26,480	11,264	2,277				
2043	8,756,249	8,055,749	\$10.50	\$84,585	10%	\$8,459	\$846	10,900	2,189	0	19,068	56,213	0	0	0	56,213	19.38	21,842	8,869	1,643				
2044	7,851,201	7,223,105	\$10.50	\$75,943	10%	\$7,594	\$758	10,900	1,963	0	19,113	48,386	0	0	0	48,386	20.38	17,906	6,940	1,179				
2045	7,039,699	6,476,523	\$10.50	\$68,003	10%	\$6,800	\$680	10,900	1,760	0	19,188	41,335	0	0	0	41,335	21.38	14,568	5,389	2,084				
2046	4,358,205	4,009,548	\$10.50	\$42,100	10%	\$4,210	\$421	10,800	1,090	0	18,072	19,397	0	1,500	17,897	22.38	6,007	2,121	785					
2047	0	0	\$10.50	\$0	10%	\$0	\$0	0	0	0	0	0	0	0	0	0	23.38	0	0	0				
2048	0	0	\$10.50	\$0	10%	\$0	\$0	0	0	0	0	0	0	0	0	0	24.38	0	0	0				
2049	0	0	\$10.50	\$0	10%	\$0	\$0	0	0	0	0	0	0	0	0	0	25.38	0	0	0				
Totals	355,074,999	326,668,999	3,430,024	\$275,301	10%	\$27,530	\$34,300	\$217,100	\$88,769	\$0	\$389,020	2,731,404	352,594	1,500	2,377,310	2,377,310	1,400,560	866,719	554,767	382,466				

Company Gross	326,668,999	\$3,430,024	\$275,301	\$34,300	\$217,100	\$88,768.75	\$389,020	2,731,404	352,594	1,500	2,377,310	2,377,310	100.0%
Company Net	297,183,184	\$0.00	1%	\$0.25	\$/Mscf	\$0.09026205	\$300	\$/well/yr	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Shrinkage	8%	Price Differential											

Zenith Energy Ltd
El Bibane Triassic Prospect
April 1, 2024

R Factor - Royalty Rate - Tax Rate - Depreciation, Prospective Resources - Low Estimate

Year	Gross Revenue	Royalty	Corp Tax (Grossed Up)	Net Revenue	Cumulative Net Revenue	Operating Costs	Capital Costs	Total Expenditures	Cumulative Expenditures	R Factor	Royalty Rate	Tax Rate
	M\$/yr.	M\$/yr.	M\$/yr.	M\$/yr.	M\$	M\$/yr.	M\$/yr.	M\$/yr.	M\$	#	%	%
2025	\$0	\$0	(\$510)	\$510	\$72,510	0	5,100	5,100	\$101,100	0.72	4%	50%
2026	\$0	\$0	(\$29,953)	\$29,953	\$102,463	0	294,433	294,433	\$395,533	0.26	2%	50%
2027	\$96,962	\$1,939	\$4,971	\$90,052	\$192,516	13,593	53,060	66,654	\$462,187	0.42	2%	50%
2028	\$290,887	\$5,818	\$95,847	\$189,222	\$381,738	19,947	0	19,947	\$482,134	0.79	4%	50%
2029	\$290,887	\$11,635	\$92,739	\$186,513	\$568,250	20,346	0	20,346	\$502,480	1.13	8%	50%
2030	\$290,887	\$23,271	\$87,228	\$180,388	\$748,638	20,753	0	20,753	\$523,233	1.43	8%	50%
2031	\$290,887	\$23,271	\$116,463	\$151,152	\$899,791	21,168	0	21,168	\$544,402	1.65	9%	55%
2032	\$280,865	\$25,278	\$127,320	\$128,267	\$1,028,058	21,288	0	21,288	\$565,689	1.82	9%	55%
2033	\$251,834	\$22,665	\$113,210	\$115,960	\$1,144,018	20,815	0	20,815	\$586,505	1.95	9%	55%
2034	\$225,805	\$20,322	\$100,548	\$104,935	\$1,248,952	20,411	0	20,411	\$606,915	2.06	10%	60%
2035	\$202,466	\$20,247	\$96,076	\$86,143	\$1,335,096	20,068	0	20,068	\$626,983	2.13	10%	60%
2036	\$181,539	\$18,154	\$85,072	\$78,313	\$1,413,408	19,782	0	19,782	\$646,765	2.19	10%	60%
2037	\$162,775	\$16,277	\$75,192	\$71,305	\$1,484,714	19,550	0	19,550	\$666,315	2.23	10%	60%
2038	\$145,950	\$14,595	\$66,318	\$65,038	\$1,549,751	19,366	0	19,366	\$685,681	2.26	10%	60%
2039	\$130,865	\$13,086	\$58,345	\$59,433	\$1,609,185	19,228	0	19,228	\$704,909	2.28	10%	60%
2040	\$117,339	\$11,734	\$51,180	\$54,425	\$1,663,610	19,132	0	19,132	\$724,042	2.30	10%	60%
2041	\$105,211	\$10,521	\$44,737	\$49,952	\$1,713,562	19,075	0	19,075	\$743,117	2.31	10%	60%
2042	\$94,336	\$9,434	\$38,943	\$45,960	\$1,759,522	19,055	0	19,055	\$762,172	2.31	10%	60%
2043	\$84,585	\$8,459	\$33,728	\$42,399	\$1,801,921	19,068	0	19,068	\$781,240	2.31	10%	60%
2044	\$75,843	\$7,584	\$29,032	\$39,226	\$1,841,147	19,113	0	19,113	\$800,353	2.30	10%	60%
2045	\$68,003	\$6,800	\$24,801	\$36,402	\$1,877,550	19,188	0	19,188	\$819,542	2.29	10%	60%
2046	\$42,100	\$4,210	\$10,738	\$27,152	\$1,904,701	18,072	0	18,072	\$837,613	2.27	10%	60%
2047	\$0	\$0	\$0	\$0	\$1,904,701	0	0	0	\$837,613	2.27	10%	60%
2048	\$0	\$0	\$0	\$0	\$1,904,701	0	0	0	\$837,613	2.27	10%	60%
2049	\$0	\$0	\$0	\$0	\$1,904,701	0	0	0	\$837,613	2.27	10%	60%
Totals	\$3,319,921	\$264,290	\$1,286,483	\$1,769,147		\$351,760	\$352,594	\$704,353		0.75	5%	50%
										Applies Subsequent Year		
										Opening Balance		
										\$96,000		
										est		
										Opening Balance		
										\$72,000		
										est		
										Wt Factor		
										1.0		

Table 4c, Page 1

Zenith Energy Ltd
Ei Bibane Triassic Prospect
April 1, 2024

Production and Capital Forecast - Prospective Resources - High Estimate

Development Program -																		
Single Well Production Profile										Capital Expenditures - M\$								
					# Wells	# Wells	# Wells	Total GAS Sales			Well							
					1	3	2	0				Exploration	Drilling & Completion	Fac. & Tie-Ins	Facility	Pipeline	Total Capital (Escalated)	
Year	Mscf/d	Days On	Mscf/yr	Year	Well Count						Mscf/d							
1	50,000	365	18,250,000	2025	0	0	-	-	0	0	0	5,000	0	0	0	0	0	5,100
2	50,000	365	18,250,000	2026	0	0	0	-	0	0	0	0	20,000	5,000	50,000	260,000	348,534	
3	50,000	365	18,250,000	2027	1	18,250,000	0	0	0	18,250,000	50,000	0	60,000	15,000	0	0	0	79,591
4	50,000	365	18,250,000	2028	4	18,250,000	54,750,000	0	0	73,000,000	200,000	0	40,000	10,000	0	0	0	54,122
5	50,000	365	18,250,000	2029	6	18,250,000	54,750,000	36,500,000	0	109,500,000	300,000	0	0	0	0	0	0	0
6	43,451	365	15,859,667	2030	6	18,250,000	54,750,000	36,500,000	0	109,500,000	300,000	0	0	0	0	0	0	0
7	37,760	365	13,782,412	2031	6	18,250,000	54,750,000	36,500,000	0	109,500,000	300,000	0	0	0	0	0	0	0
8	32,814	365	11,977,231	2032	6	15,859,667	54,750,000	36,500,000	0	107,109,667	293,451	0	0	0	0	0	0	0
9	28,516	365	10,408,487	2033	6	13,782,412	47,579,000	36,500,000	0	97,861,412	268,113	0	0	0	0	0	0	0
10	24,781	365	9,045,213	2034	6	11,977,231	41,347,237	31,719,333	0	85,043,801	232,997	0	0	0	0	0	0	0
11	21,536	365	7,860,496	2035	6	10,408,487	35,931,693	27,564,825	0	73,905,004	202,479	0	0	0	0	0	0	0
12	18,715	365	6,830,951	2036	6	9,045,213	31,225,461	23,954,462	0	64,225,136	175,959	0	0	0	0	0	0	0
13	16,264	365	5,936,252	2037	6	7,860,496	27,135,638	20,816,974	0	55,813,109	152,913	0	0	0	0	0	0	0
14	14,134	365	5,158,739	2038	6	6,830,951	23,581,489	18,090,426	0	48,502,866	132,885	0	0	0	0	0	0	0
15	12,282	365	4,483,062	2039	6	5,936,252	20,492,852	15,720,993	0	42,150,097	115,480	0	0	0	0	0	0	0
16	10,674	365	3,895,883	2040	6	5,158,739	17,808,757	13,661,902	0	36,629,397	100,355	0	0	0	0	0	0	0
17	9,276	365	3,385,611	2041	6	4,483,062	15,476,216	11,872,504	0	31,831,782	87,210	0	0	0	0	0	0	0
18	8,061	365	2,942,173	2042	6	3,895,883	13,449,185	10,317,477	0	27,662,545	75,788	0	0	0	0	0	0	0
19	7,005	365	2,556,816	2043	6	3,385,611	11,687,649	8,966,123	0	24,039,383	65,861	0	0	0	0	0	0	0
20	6,087	365	2,221,931	2044	6	2,942,173	10,156,834	7,791,766	0	20,890,773	57,235	0	0	0	0	0	0	0
21	5,290	365	1,930,909	2045	6	2,556,816	8,826,520	6,771,222	0	18,154,558	49,739	0	0	0	0	0	0	0
22	0	365	0	2046	6	2,221,931	7,670,448	5,884,347	0	15,776,726	43,224	0	0	0	0	0	0	0
23	0	365	0	2047	6	1,930,909	6,665,794	5,113,632	0	13,710,335	37,563	0	0	0	0	0	0	0
24	0	365	0	2048	5	0	5,792,727	4,443,863	0	10,236,590	28,045	0	0	0	0	0	0	0
25	0	365	0	2049	2	0	0	3,861,818	0	3,861,818	10,580	0	0	0	0	0	0	0
Total			199,525,833			199,525,833	598,577,499	399,051,666		1,197,154,998		5,000	120,000	30,000	50,000	260,000	487,346	
Decline % = First year prod Months.	13%											5,000	20,000	5,000	50,000	26,000		
IP Mscf/d	50,000											1	0	0	0		Cost /ID	
												2025	0	1	1	10		
												2026	0	3	3	0		
												2027	0	2	2	0		
												2027	0					

Table 4c Page 2

Zenith Energy Ltd
Ei Bbane Triassic Prospect
April 1, 2024

Production Streams, Revenues and Cash Flows - Prospective Resources - High Estimate
Before Income Tax

Year	Gross Production Mscf/yr	Gross Sales Mscf/yr	Gas Price \$/Mscf	Gross Revenue M\$/yr.	Royalty Rate %	Royalty M\$/yr.	Export Payment \$/yr.	Operating Costs - M\$/yr.				Project Total Revenue (Operating Cash Flow) M\$/yr.	Total Capital M\$/yr.	Abandon & Reclaim M\$/yr.	Project Undiscounted		Company's Share Undiscounted				Company Share Discounted @				
								Fixed		Variable					Total (Escalated) M\$/yr.	Net Cash Flow (Profit) M\$/yr.	Net Cash Flow (Profit) M\$/yr.	5%	10%	15%	20%				
2025	0	0	\$10.50	\$0	5%	\$0	\$0	0	0	0	0	5,100	0	(5,100)	(5,100)	1.38	(4,769)	(4,474)	(4,208)	(3,969)					
2026	0	0	\$10.50	\$0	4%	\$0	\$0	0	0	0	0	348,534	0	(348,534)	(348,534)	2.38	(310,399)	(277,931)	(250,065)	(226,042)					
2027	18,250,000	16,790,000	\$10.50	\$176,295	2%	\$3,526	\$1,763	10,300	4,563	15,772	155,234	79,591	0	75,643	75,643	3.38	64,159	54,837	47,197	40,882					
2028	73,000,000	67,160,000	\$10.50	\$705,180	2%	\$14,104	\$7,052	11,200	18,250	31,878	652,147	54,122	0	598,025	598,025	4.38	483,077	394,118	324,464	269,340					
2029	109,500,000	100,740,000	\$10.50	\$1,057,770	6%	\$63,466	\$10,578	11,800	27,375	43,252	940,474	0	0	940,474	940,474	5.38	723,526	563,457	443,706	352,978					
2030	109,500,000	100,740,000	\$10.50	\$1,057,770	9%	\$95,199	\$10,578	11,800	27,375	44,117	907,876	0	0	907,876	907,876	6.38	665,188	494,479	372,458	283,953					
2031	109,500,000	100,740,000	\$10.50	\$1,057,770	10%	\$105,777	\$10,578	11,800	27,375	45,000	896,416	0	0	896,416	896,416	7.38	625,516	443,852	319,788	233,640					
2032	107,109,667	98,540,893	\$10.50	\$1,034,679	11%	\$113,818	\$10,347	11,800	26,777	46,200	865,318	0	0	865,318	865,318	8.38	575,063	399,504	288,430	187,946					
2033	97,861,412	90,032,499	\$10.50	\$945,341	11%	\$103,988	\$9,453	11,800	24,465	43,340	788,560	0	0	788,560	788,560	9.38	499,097	322,885	212,712	142,728					
2034	85,043,801	78,240,297	\$10.50	\$821,523	11%	\$90,368	\$8,215	11,800	21,261	40,301	682,639	0	0	682,639	682,639	10.38	411,483	253,946	160,122	102,964					
2035	73,905,004	67,992,604	\$10.50	\$713,922	11%	\$78,531	\$7,139	11,800	18,476	37,645	590,607	0	0	590,607	590,607	11.38	339,055	199,736	120,465	74,236					
2036	64,225,136	59,087,125	\$10.50	\$620,415	11%	\$68,246	\$6,204	11,800	16,056	35,329	510,637	0	0	510,637	510,637	12.38	279,186	156,992	90,568	53,486					
2037	55,813,109	51,348,060	\$10.50	\$539,155	11%	\$59,307	\$5,392	11,800	13,953	33,315	441,141	0	0	441,141	441,141	13.38	229,705	123,296	68,037	38,506					
2038	48,502,866	44,622,636	\$10.50	\$468,538	11%	\$51,539	\$4,685	11,800	12,126	31,569	380,744	0	0	380,744	380,744	14.38	188,815	96,742	51,062	27,695					
2039	42,150,097	38,778,090	\$10.50	\$407,170	11%	\$44,789	\$4,072	11,800	10,538	30,063	328,246	0	0	328,246	328,246	15.38	155,029	75,821	38,280	19,897					
2040	36,629,397	33,699,045	\$10.50	\$353,840	11%	\$36,922	\$3,538	11,800	9,157	28,770	282,609	0	0	282,609	282,609	16.38	127,119	59,345	28,659	14,276					
2041	31,831,182	29,285,239	\$10.50	\$307,495	11%	\$33,824	\$3,075	11,800	7,958	27,666	242,930	0	0	242,930	242,930	17.38	104,068	46,375	21,422	10,226					
2042	27,662,545	25,449,542	\$10.50	\$267,220	11%	\$29,394	\$2,672	11,800	6,916	26,731	208,423	0	0	208,423	208,423	18.38	85,034	36,171	15,982	7,311					
2043	24,039,383	22,116,233	\$10.50	\$232,220	11%	\$25,544	\$2,322	11,800	6,010	25,946	178,408	0	0	178,408	178,408	19.38	69,322	28,147	11,896	5,215					
2044	20,890,773	19,219,511	\$10.50	\$201,805	11%	\$22,199	\$2,018	11,800	5,223	25,295	152,293	0	0	152,293	152,293	20.38	56,357	21,843	8,830	3,710					
2045	18,154,588	16,702,194	\$10.50	\$175,373	11%	\$19,291	\$1,754	11,800	4,539	24,764	129,564	0	0	129,564	129,564	21.38	45,663	16,893	6,532	2,630					
2046	15,776,726	14,514,588	\$10.50	\$152,403	11%	\$16,764	\$1,524	11,800	3,944	24,340	109,775	0	0	109,775	109,775	22.38	36,846	13,012	4,813	1,857					
2047	13,710,335	12,613,508	\$10.50	\$132,442	11%	\$14,569	\$1,324	11,800	3,428	24,012	92,536	0	0	92,536	92,536	23.38	29,581	9,971	3,528	1,305					
2048	10,236,590	9,417,863	\$10.50	\$98,685	11%	\$10,877	\$989	11,500	2,559	22,613	64,406	0	0	64,406	64,406	24.38	19,608	6,309	2,135	757					
2049	3,861,818	3,552,873	\$10.50	\$37,305	11%	\$4,104	\$373	10,600	965	18,974	13,854	0	0	10,854	10,854	25.38	3,147	967	313	106					
Totals	1,197,154,998	1,101,382,598		11,564,517		\$1,108,143	\$115,645	\$267,800	\$299,289	\$725,892	9,614,837	487,346	3,000	9,124,491	9,124,491		5,500,479	3,526,093	2,387,107	1,646,633					
Company Gross	1,101,382,598			\$11,564,517		\$1,108,143	\$115,645	\$267,800	\$299,288.75	\$725,892	9,614,837	487,346	3,000	9,124,491	9,124,491	100.0%									
Company Net	984,831,386							10,000	\$0.25																
Shrinkage		8%		\$0.00			1%	M\$/yr	\$/Mscf																
Price Differential								\$300																	
								M\$/well/yr																	

Table 4c, Page 3

Zenith Energy Ltd
El Bibane Triassic Prospect
April 1, 2024

R Factor - Royalty Rate - Tax Rate - Depreciation, Prospective Resources - High Estimate

Year	Gross Revenue	Royalty	Corp Tax (Grossed Up)	Net Revenue	Cumulative Net Revenue	Operating Costs	Capital Costs	Total Expenditures	Cumulative Expenditures	R Factor #	Royalty Rate %	Tax Rate %
	M\$/yr.	M\$/yr.	M\$/yr.	M\$/yr.	M\$	M\$/yr.	M\$/yr.	M\$/yr.	M\$			
2025	\$0	\$0	(510)	\$510	\$72,510	0	5,100	5,100	\$101,100	0.72	4%	50%
2026	\$0	\$0	(35,363)	\$35,363	\$107,873	0	348,534	348,534	\$449,634	0.24	2%	50%
2027	\$176,295	\$3,526	\$34,295	\$138,475	\$246,348	15,772	79,591	95,363	\$544,997	0.45	2%	50%
2028	\$705,180	\$14,104	\$277,339	\$413,738	\$660,086	31,878	54,122	85,999	\$630,996	1.05	6%	50%
2029	\$1,057,770	\$63,466	\$421,502	\$572,802	\$1,232,887	43,252	0	43,252	\$674,248	1.83	9%	55%
2030	\$1,057,770	\$95,199	\$446,284	\$516,286	\$1,749,173	44,117	0	44,117	\$718,366	2.43	10%	60%
2031	\$1,057,770	\$105,777	\$521,804	\$430,189	\$2,179,362	45,000	0	45,000	\$763,366	2.85	11%	65%
2032	\$1,034,679	\$113,815	\$555,421	\$365,444	\$2,544,806	45,200	0	45,200	\$808,565	3.15	11%	70%
2033	\$945,341	\$103,988	\$551,992	\$289,362	\$2,834,168	43,340	0	43,340	\$851,906	3.33	11%	70%
2034	\$821,523	\$90,368	\$477,847	\$253,308	\$3,087,476	40,301	0	40,301	\$892,207	3.46	11%	70%
2035	\$713,922	\$78,531	\$413,425	\$221,966	\$3,309,442	37,645	0	37,645	\$929,851	3.56	11%	75%
2036	\$620,415	\$68,246	\$382,977	\$169,192	\$3,478,634	35,329	0	35,329	\$965,180	3.60	11%	75%
2037	\$539,155	\$59,307	\$330,856	\$148,992	\$3,627,625	33,315	0	33,315	\$998,495	3.63	11%	75%
2038	\$468,538	\$51,539	\$285,558	\$131,441	\$3,759,066	31,569	0	31,569	\$1,030,064	3.65	11%	75%
2039	\$407,170	\$44,789	\$246,185	\$116,197	\$3,875,263	30,063	0	30,063	\$1,060,127	3.66	11%	75%
2040	\$353,840	\$38,922	\$211,957	\$102,961	\$3,978,223	28,770	0	28,770	\$1,088,897	3.65	11%	75%
2041	\$307,495	\$33,824	\$182,197	\$91,473	\$4,069,697	27,666	0	27,666	\$1,116,563	3.64	11%	75%
2042	\$267,220	\$29,394	\$156,317	\$81,509	\$4,151,205	26,731	0	26,731	\$1,143,294	3.63	11%	75%
2043	\$232,220	\$25,544	\$133,806	\$72,870	\$4,224,075	25,946	0	25,946	\$1,169,239	3.61	11%	75%
2044	\$201,805	\$22,199	\$114,220	\$65,386	\$4,289,461	25,295	0	25,295	\$1,194,534	3.59	11%	75%
2045	\$175,373	\$19,291	\$97,173	\$58,909	\$4,348,370	24,764	0	24,764	\$1,219,298	3.57	11%	75%
2046	\$152,403	\$16,764	\$82,331	\$53,308	\$4,401,678	24,340	0	24,340	\$1,243,638	3.54	11%	75%
2047	\$132,442	\$14,569	\$69,402	\$48,471	\$4,450,149	24,012	0	24,012	\$1,267,651	3.51	11%	75%
2048	\$98,885	\$10,877	\$48,304	\$39,704	\$4,489,852	22,613	0	22,613	\$1,290,264	3.48	11%	70%
2049	\$37,305	\$4,104	\$7,598	\$25,604	\$4,515,456	18,974	0	18,974	\$1,309,238	3.45	11%	70%
Totals	\$10,968,109	\$1,042,538	\$5,708,110	\$4,217,461		\$611,188	\$487,346	\$1,098,534		0.75	5%	50%
			1.0	est	\$72,000			est	\$96,000		Applies Subsequent Year	
			W/ Factor		Opening Balance				Opening Balance			

Figure 4

RISK ANALYSIS (ARITHMETIC AVERAGE)

**Zenith Energy Ltd
Triassic Prospect
El Bibane Concession, Tunisia**

ECONOMIC PARAMETERS

Net Capital Exposure (Failure Case), M\$ 30,000

Geological Risk Factors

Source Rock	75%
Reservoir Rock	65%
Trap/Seal	40%
Timing/Migration	75%

Chance of Discovery 15%

Development Risk Factors

Economic Viability	95%
Market Access	95%
Production & Transportation Infrastructure	95%
Regulatory & Social Licence	95%
Corporate & External Approvals	90%
Reasonable Timetable for Development	90%

Chance of Development 66%

Chance of Commerciality 10%
(Chance of Discovery * Chance of Development)

TOTAL VALUES

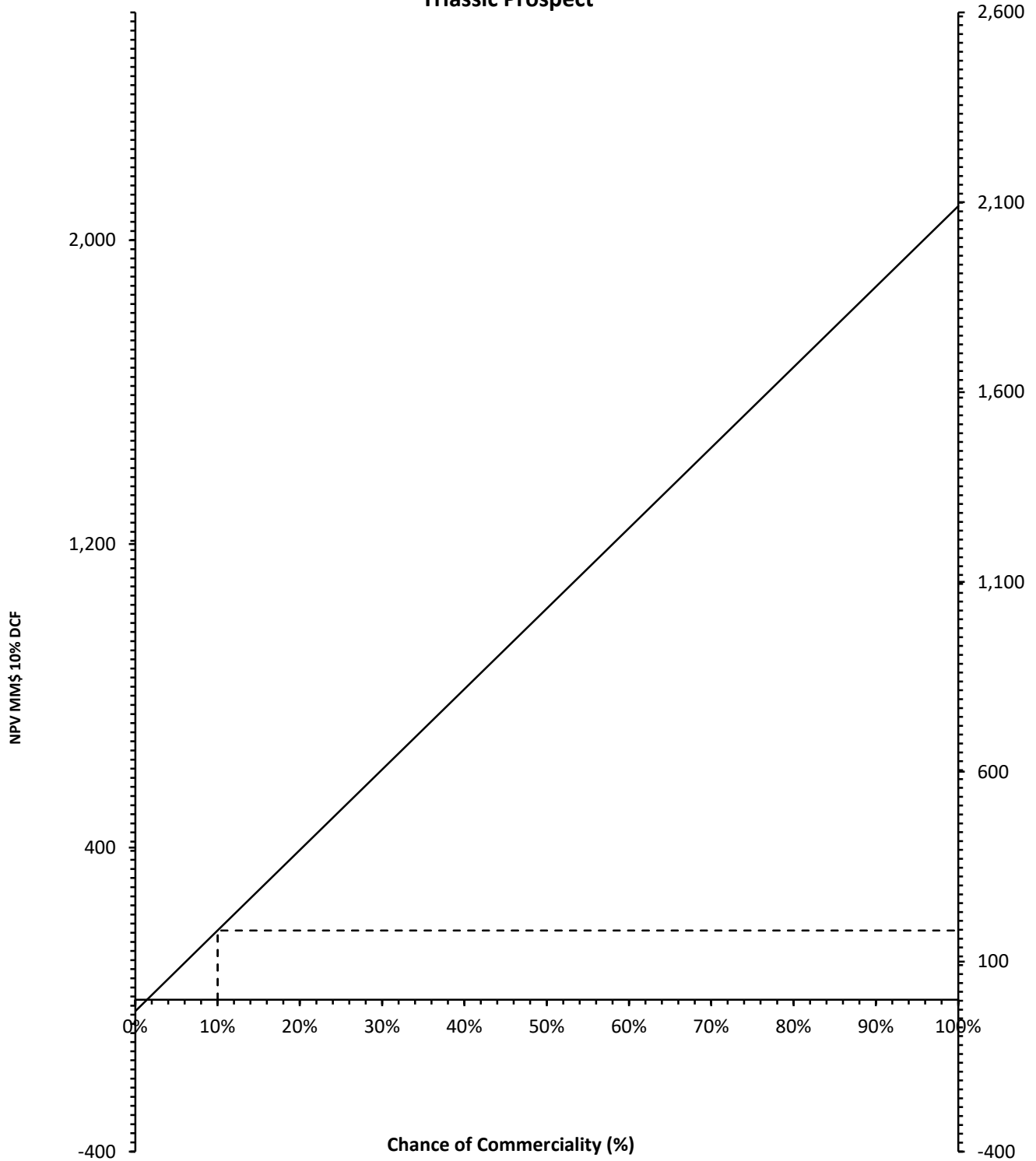
Discount Rate	undisc.	5%	10%	15%	20%
Unrisked Value, M\$	5,513,907	3,293,740	2,090,092	1,387,058	951,581
Risked Value, M\$	524,391	302,374	182,009	111,706	68,158
Minimum Chance of Commerciality Req'd	1%	1%	1%	2%	3%

Figure 4

RISK ANALYSIS (ARITHMETIC AVERAGE)

Zenith Energy Ltd

Triassic Prospect



APPENDIX A

INDEX

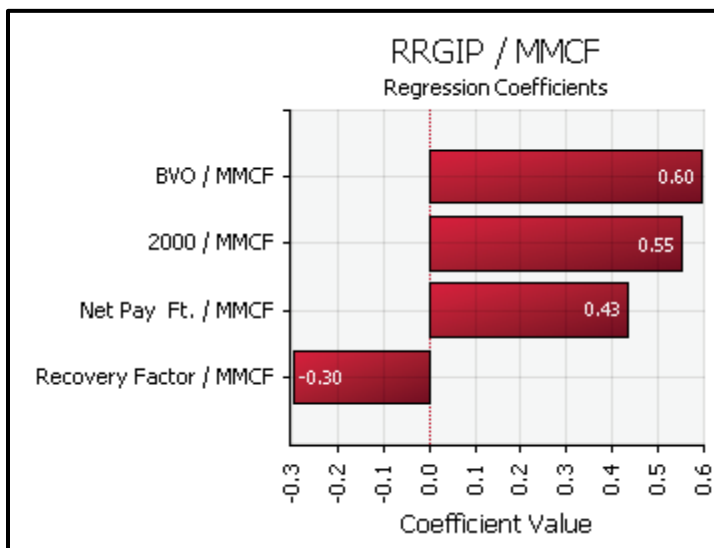
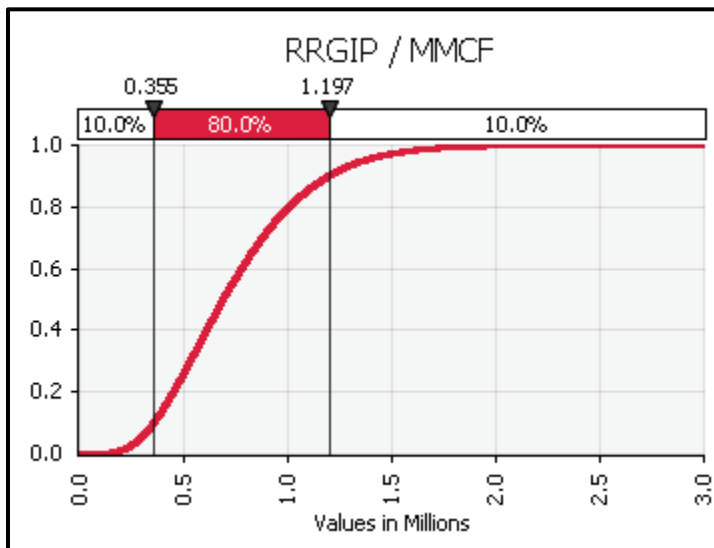
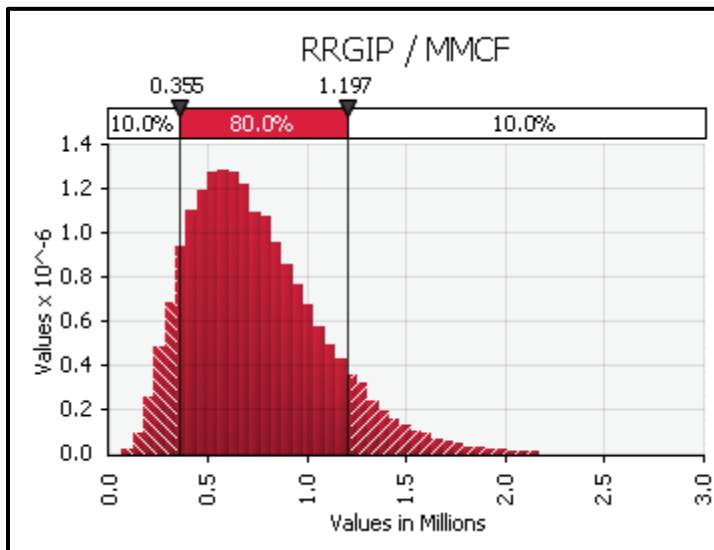
Figure A-1: Monte Carlo Output Results

Figure A-2: Monte Carlo Input Results

@RISK Output Report for RRGIP / MMCF

Performed By: Chapman Petroleum Engineering Ltd.

Date: Monday, April 26, 2021 5:02:52 PM



Simulation Summary Information

Workbook Name	Monte Carlo Parameter El Biban.xlsx
Number of Simulations	1
Number of Iterations	1E+05
Number of Inputs	4
Number of Outputs	1
Sampling Type	Latin Hypercube
Simulation Start Time	4/26/21 16:59:34
Simulation Duration	00:01:48
Random # Generator	Mersenne Twister
Random Seed	1008811076

Summary Statistics for RRGIP / MMCF

Statistics	Percentile
Minimum	5% 289,364
Maximum	10% 355,075
Mean	15% 405,453
Std Dev	20% 449,558
Variance	25% 491,717
Skewness	30% 531,493
Kurtosis	35% 569,795
Median	40% 609,321
Mode	45% 648,711
Left X	50% 688,846
Left P	55% 732,194
Right X	60% 778,049
Right P	65% 825,794
Diff X	70% 878,699
Diff P	75% 937,018
#Errors	80% 1,005,715
Filter Min	85% 1,088,167
Filter Max	90% 1,197,155
#Filtered	95% 1,363,568

Regression and Rank Information for RRGIP / MM

Rank	Name	Regr	Corr
1	BVO / MMCF	0.596	0.604
2	2000 / MMCF	0.552	0.547
3	Net Pay Ft. / MM	0.434	0.423
4	Recovery Factor	-0.297	-0.282

ZENITH ENERGY LTD.

EL BIBANE CONCESSION

TUNISIA

OUTPUT RESULTS

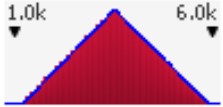
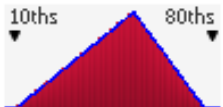

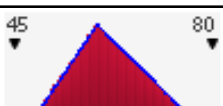
APR. 2024

JOB No. 7041 FIGURE No. A-1

@RISK Input Results

Performed By: Chapman Petroleum Engineering Ltd.

Date: Monday, April 26, 2021 5:02:57 PM

Name	Cell	Graph	Min	Mean	Max	5%	95%	Errors
Category: 2000								
2000 / MMCF	E10		1409.627	3566.667	5745.453	2083.769	5058.199	0
Category: BVO								
BVO / MMCF	E8		0.01389181	0.04691667	0.07489542	0.02457296	0.06660676	0
Category: Net Pay Ft.								
Net Pay Ft. / MMCF	E9		260.1366	510	749.6445	339.8051	674.9308	0
Category: Recovery Factor								
Recovery Factor / MMCF	E12		50.00964	61.66667	74.96065	53.5352	70.66954	0

ZENITH ENERGY LTD.

EL BIBANE CONCESSION

TUNISIA

INPUT RESULTS

APR. 2024

JOB No. 7041 FIGURE No. A-2

GLOSSARY OF TERMS (Abbreviations & Definitions)

General

BIT	- Before Income Tax
AIT	- After Income Tax
M\$	- Thousands of Dollars
Effective Date	- The date for which the Present Value of the future cash flows and reserve categories are established
\$US	- United States Dollars
WTI	- West Texas Intermediate – the common reference for crude oil used for oil price comparisons
ARTC	- Alberta Royalty Tax Credit
GRP	- Gas Reference Price

Interests and Royalties

BPO	- Before Payout
APO	- After Payout
APPO	- After Project Payout
Payout	- The point at which a participant's original capital investment is recovered from its net revenue
GORR	- Gross Overriding Royalty – percentage of revenue on gross revenue earned (can be an interest or a burden)
NC	- New Crown – crown royalty on petroleum and natural gas discovered after April 30, 1974
SS 1/150 (5%-15%) Oil	- Sliding Scale Royalty – a varying gross overriding royalty based on monthly production. Percentage is calculated as 1-150 th of monthly production with a minimum percentage of 5% and a maximum of 15%
FH	- Freehold Royalty
P&NG	- Petroleum and Natural Gas
Twp	- Township
Rge	- Range
Sec	- Section

Technical Data

psia	- Pounds per square inch absolute
MSTB	- Thousands of Stock Tank Barrels of oil (oil volume at 60 F and 14.65 psia)
MMscf	- Millions of standard cubic feet of gas (gas volume at 60 F and 14.65 psia)
Bbls	- Barrels
Mbbbls	- Thousands of barrels
MMBTU	- Millions of British Thermal Units – heating value of natural gas
STB/d	- Stock Tank Barrels of oil per day – oil production rate
Mscf/d	- Thousands of standard cubic feet of gas per day – gas production rate
GOR (scf/STB)	- Gas-Oil Ratio (standard cubic feet of solution gas per stock tank barrel of oil)
mKB	- Metres Kelly Bushing – depth of well in relation to the Kelly Bushing which is located on the floor of the drilling rig. The Kelly Bushing is the usual reference for all depth measurements during drilling operations.
EOR	- Enhanced Oil Recovery
GJ	- Gigajoules
Marketable or Sales Natural Gas	- Natural gas that meets specifications for its sale, whether it occurs naturally or results from the processing of raw natural gas. Field and plant fuel and losses to the point of the sale must be excluded from the marketable quantity. The heating value of marketable natural gas may vary considerably, depending on its composition; therefore, quantities are usually expressed not only in volumes but also in terms of energy content. Reserves are always reported as marketable quantities.
NGLs	- Natural Gas Liquids – Those hydrocarbon components that can be recovered from natural gas as liquids, including but not limited to ethane, propane, butanes, pentanes plus, condensate, and small quantities of non-hydrocarbons.
Raw Gas	- Natural gas as it is produced from the reservoir prior to processing. It is gaseous at the conditions under which its Volume is measured or estimated and may include varying amounts of heavier hydrocarbons (that may liquefy at atmospheric conditions) and water vapour; may also contain sulphur and other non-hydrocarbon compounds. Raw natural gas is generally not suitable for end use.
EUR	- Estimated Ultimate Recovery



July 04, 2024

Chapman Hydrogen and Petroleum Engineering Ltd.
700, 1122 – 4th Street SW
Calgary, AB
T2R 1M1

Dear Sir:

Re: Company Representation Letter

Regarding the evaluation of our Company's oil and gas reserves and independent appraisal of the economic value of these reserves for the year ended March 31, 2024, (the effective date), we herein confirm to the best of our knowledge and belief as of the effective date of the reserves evaluation, and as applicable, as of today, the following representations and information made available to you during the conduct of the evaluation:

1. We, Zenith Energy Ltd., (the Client) have made available to you, Chapman Hydrogen and Petroleum Engineering Ltd. (the Evaluator) certain records, information, and data relating to the evaluated properties that we confirm is, with the exception of immaterial items, complete and accurate as of the effective date of the reserves evaluation, including the following:
 - Accounting, financial, tax and contractual data
 - Asset ownership and related encumbrance information;
 - Details concerning product marketing, transportation and processing arrangements;
 - All technical information including geological, engineering and production and test data;
 - Estimates of future abandonment and reclamation costs.



2. We confirm that all financial and accounting information provided to you is, to the best of our knowledge, both on an individual entity basis and in total, entirely consistent with that reported by our Company for public disclosure and audit purposes.

Page | 2

3. We confirm that our Company has satisfactory title to all of the assets, whether tangible, intangible, or otherwise, for which accurate and current ownership information has been provided.

4. With respect to all information provided to you regarding product marketing, transportation, and processing arrangements, we confirm that we have disclosed to you all anticipated changes, terminations, and additions to these arrangements that could reasonably be expected to have a material effect on the evaluation of our Company's reserves and future net revenues.

5. With the possible exception of items of an immaterial nature, we confirm the following as of the effective date of the evaluation:

- For all operated properties that you have evaluated, no changes have occurred or are reasonably expected to occur to the operating conditions or methods that have been used by our Company over the past twelve (12) months, except as disclosed to you. In the case of non-operated properties, we have advised you of any such changes of which we have been made aware.
- All regulatory, permits, and licenses required to allow continuity of future operations and production from the evaluated properties are in place and, except as disclosed to you, there are no directives, orders, penalties, or regulatory rulings in effect or expected to come into effect relating to the evaluated properties.
- Except as disclosed to you, the producing trend and status of each evaluated well or entity in effect throughout the three-month period preceding the effective date of the evaluation are consistent with those that existed for the same well or entity immediately prior to this three-month period.
- Except as disclosed to you, we have no plans or intentions related to the ownership, development or operation of the evaluated properties that could



reasonably be expected to materially affect the production levels or recovery of reserves from the evaluated properties.

- If material changes of an adverse nature occur in the Company's operating performance subsequent to the effective date and prior to the report date, we will inform you of such material changes prior to requesting your approval for any public disclosure of reserves information.

Page | 3

6. We hereby confirm that our Company is in material compliance with all Environmental Laws and does not have any Environmental Claims pending.

Between the effective date of the report and the date of this letter, nothing has come to our attention that has materially affected or could affect our reserves and economic value of these reserves that has not been disclosed to you.

Yours very truly,

President and Chief Executive Officer

Chief Financial Officer

